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ARIANNY CELESTE THE HOTTEST UFC OoctagON GIRL

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INSIDE: SPECIAL EDITORIAL SECTION

16 PAGE BONUS Brazil's Sexiest Bikini Girls

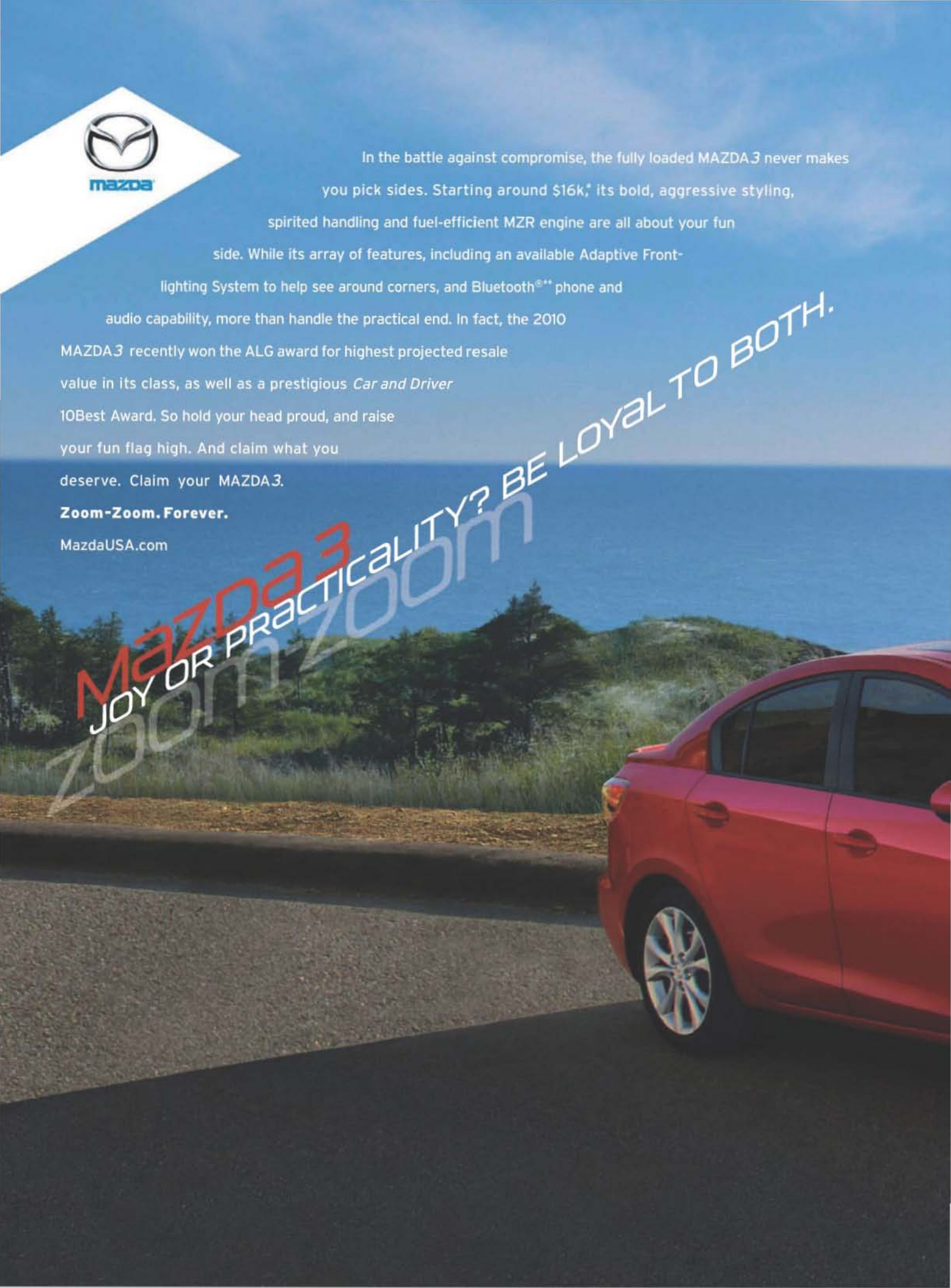
(THOSE ARE SOME TINY BIKINIS!)

MAXIM GOES TO THE MOVIES

GET HIGH! IN THE AIR WITH IRON MAN 2

GET LEIA'D! MAKING OF THE EMPIRE STRIKES BACK

MAY 2010 MAXIM.COM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A *Car and Driver* 10Best

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"I DID" BEATS "I WILL" ANY DAY

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The UFC's card-carrying cutie steps out of the ring and into your fantasies.
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ON THE COVER:
Photograph by JEFF OLSON
Styling, Gena Tuso/Artmix; hair, Mitch Stone using Phyto/cloutieragency.com; makeup, Sammy M/Tracey Mattingly; bikini, Anika Brazil Swimwear. This page: bra, Diesel; panties, Victoria's Secret.

PHOTOGRAPH BY JEFF OLSON

MAXIM

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AGENT PROVOCATEUR LINGERIE; LIA SOPHIA BRACELETS

PHOTOGRAPH BY CHRIS FORTUNA

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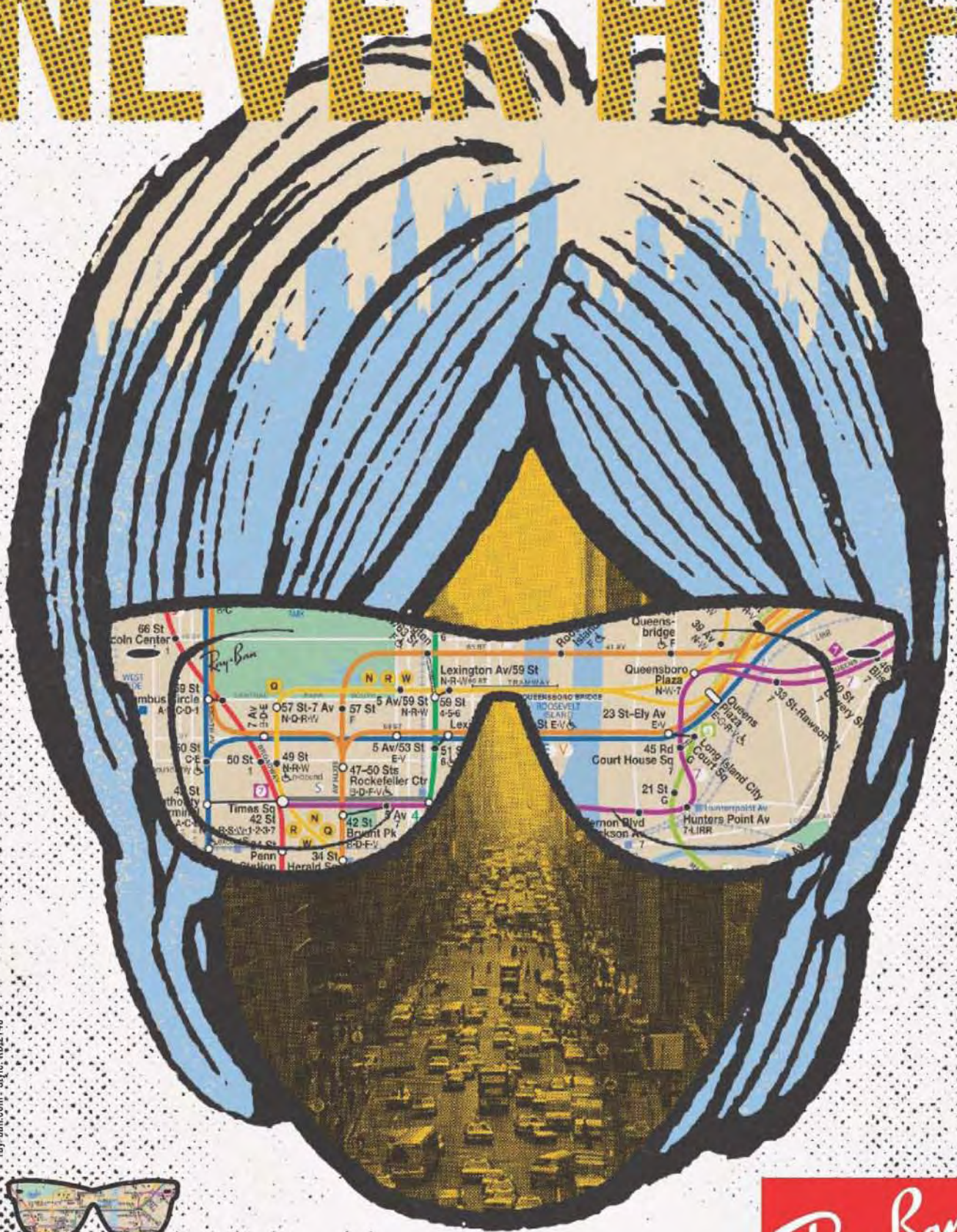

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MAXIM ON E!
On Wednesday, April 28 at 10 P.M. EDT, former Pussycat Doll Ashley Roberts hosts E!'s Maxim Does Spring Break—the best half-hour of your life.

"Look with your eyes, not with your hands... Actually, keep looking with your hands."

maxim campus

WE SPENT SPRING BREAK IN FLORIDA SO YOU DIDN'T HAVE TO!

Go to Maxim.com to check out our hot-as-hell coverage of the greatest weeks in the school year—spring break! Some highlights:

- **The best parties from Panama City's hottest clubs.**
- **The Maxim beach sponsored by Norelco (you better believe we had a Slip 'N Slide!).**
- **The flyest coeds battling it out for a place in Campus Cuties, our annual salute to the nation's sexiest student bodies.**

Speaking of sexy students, are you a hot college girl? Did you miss your chance to compete in Panama City? All is not lost. Go to Maxim.com right now for your chance to be one of this year's Campus Cuties!

THINGS NOT ON MAXIM.COM

A guy's guide to *Twilight*
Mackerel
Pain-free nipple wax
101 things you absolutely *ha-a-a-ve* to do before you die
A new liver

These Hometown Hotties Need You!

CAST YOUR VOTES BEFORE THE INITIAL ROUND ENDS MAY 9.

The first leg of our 2010 Hometown Hotties contest is nearly over, but we still need ballots to help determine who joins **Kristin** (top) and **April** (bottom) in the Hotties Hall of Champions! Let Maxim.com be your own private voting booth—just don't yank that lever too hard!

App Attack!

PUT THE POWER OF MAXIM IN THE PALM OF YOUR HAND WITH OUR IPHONE APP.

Download a digital version of the May issue courtesy of Bite Sized Candy (Maxim.com/may2010).

PHOTOGRAPHS BY JAY HANNA (SPRING BREAK)

A HUNGRY BEAR IN A CAMPGROUND OF UNGUARDED COOLERS.

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DROID DOES

jokes

SEE IF YOUR FUNNY BONE IS BIGGER THAN OURS...
Send your funnies to jokes@maxim.com.

A drunk walks into a bar and orders a drink. The bartender says, "No drunks allowed. Please leave." The drunk walks out the front door, then comes in the side door, sits down, and orders a drink. The bartender says, **"We don't serve drunks!"** The drunk goes out the side door, comes back in the front door, sits down, and yet again orders a drink. The bartender says, "I won't serve you!" The drunk says, "How many bars do you work at?"
Jack Tane

Huggy Bare

A guy walking down a trail sees a man hugging a tree and asks, "What are you doing?" The man answers, "Wrap your arms around the tree and listen. You can hear nature." When the guy hugs the tree, the man handcuffs him, steals his wallet and clothes, and runs off. Another man arrives and asks what happened. After telling him, the bound guy hears a zipper and a whisper in his ear, "This isn't your day."
Jeff Hillburn

Red Ribbon Day

Two women walking home after a night out and needing to pee stop in a graveyard.

One woman cleans up with her underwear and tosses them.

The other woman uses a ribbon from a wreath close by.

The next morning one husband calls the other. "My wife came home with no panties!"

The other one says, "Yeah? Well, mine came home with a ribbon reading, ALL OF US AT THE FIREHOUSE WILL MISS YOU!"
Marty Czerepuszko

Ice Scream

A young woman is asking her grandmother about the secrets to her long, loving marriage. The old lady recalls how the grandfather had a plan for everything, even timing their sex to when the church bells rang.

"The 'ding' meant in," she says, "and the 'dong' meant out."

"That sounds nice," says the young woman.

"Yes," the old lady sighs. "And he'd still be alive if that ice cream truck hadn't shown up."
Robert Loose

THE HA-HA LIST
BY MICHAEL BRUMM

The Worst Prom Court Positions

- Prom eunuch
- Prom castle custodian
- Prom king's sister/incestuous mistress
- Prom vomitorium cleaner
- Prom temp
- Prom guillotine tester
- Prom moat dragon proctologist
- Prom queen's cousin who is accused of being a witch for having curly hair

I videotaped myself having sex. It was two hours long, baby! Because I forgot the camera was on. My porn has me making the bed, ordering a pizza, and watching other porn...

Make Us Laugh, Funnyman

ONE KNOCKDOWN-FUNNY JOKE FROM A STAND-UP COMIC.

JOKESTER: RODNEY LANEY

HOMETOWN: Paterson, NJ

IF I WERE A NINJA, I WOULD: Never have to worry about what to wear.

MY MOM SAID THE COOLEST THING ABOUT ME IS: My name, because my rod goes to my knees. You should meet my brother Rodankle.

IF OBAMA WERE TO EMPLOY ME, I WOULD: Head an international board to monitor nuclear weapons or legalize marijuana.

IF I COULD SWITCH PLACES WITH ANY WOMAN, WHO WOULD IT BE AND WHY: Ellen DeGeneres, because I could still be a successful comic and I wouldn't have to suck any dick.

Check Rodney's thoughts in 140 characters or less at Twitter.com/RodneyLaney.

BEAT THIS CAPTION

TO ENTER

1. Enter your caption at Maxim.com/contests.*
2. We'll send a reader this NovoThink solar-charging iPhone case!
3. Check Maxim.com to see if you've won!

MARCH'S WINNER

The enchilada strikes back.
Matt Millslagle

*NO PURCHASE NECESSARY TO ENTER OR WIN. VOID WHERE PROHIBITED. Open only to legal U.S. residents, 18 years or older. Contest begins April 19, 2010 and ends May 16, 2010. Odds of winning depend on number of eligible entries received. For entry and official rules with complete entry, eligibility, prize, and other details, go to www.maxim.com. Sponsored by Alpha Media Group Inc.

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MAY DAZE

KALEY CUOCO CAPTIVATED READERS, AND NBA-ER CARON BUTLER PAID FOR HIS OBSESSION.

Banging Gift

You guys and gals over at *Maxim* gave me a birthday present to remember and treasure forever: Kaley Cuoco. Within the last month, I have watched every episode of *The Big Bang Theory*, and getting the March issue on February 23 (two days before my birthday) with Kaley on the cover was the metaphorical icing on the cake!

Ben Lawrence Woodward, IA

That's good to hear, Ben! Now please never tell us what the real icing on that cake was made from!

Maxim Ration

Congrats on a super March *Maxim*. Kaley Cuoco, Daniela Ruah, Kara Dioguardi...You must have surpassed your gorgeous-women quota for a long time. Does this mean no hot babes for several issues?

Kevin Lincoln, NE

Quotas? We aren't traffic cops, Kevin, although we do like to wear thigh-high leather boots and cute little caps to work.

Social Security

Kaley Cuoco—I *love* that nerd-loving chick! The fact that she's low-maintenance, goes to bed early, and likes older guys...She must have had me in mind! Her cover made up for my missing Olivia Munn issue! Please give her my info.

Pat Kearney South Riding, VA

She meant George Clooney old. Not bed sores and silently praying for death to come old, Patrick. But an Olivia Munn mag is in the mail.

Cheaters Prosper

Interesting article on cheating and getting away with it ["Have Your Cake and Eat It Too," Sex, March], especially having women explain how to do it. Tell us something we don't already know, ladies. All you did was confirm that our women know our bullshit!

William L. Tampa, FL

Well, our strategy for not getting caught is: Make sure the bags of sand you are replacing the ancient idol with are the same weight or the giant boulder will...OK, that's Raiders of the Lost Ark. *Yeah, we don't have girlfriends...*

Decider on the Throne

The first thing I do when I get a new issue is flip to the back page to read the Decider. It's been missing for the past few issues. What's the deal?

Lindsey Ritter Rapid City, SD

The Decider holds a place in our hearts, too, Lindsey. (It fills the hole that ringworm left!) Maybe we should bring it back. Hmm, if only we had a Decider to help us decide!

The Maxim Effect

The NBA banned Washington Wizard Caron Butler from chewing straws on the court after he talked at length about it in our March issue. Here are some other ***Maxim* works that have changed the way we live... FOREVER!**

OCTOBER 1999
BEAT THIS CAPTION!

We offer a **Sega Dreamcast** to the winner of this naked surfer Beat This Caption! contest. Sega stops making video game systems.

DECEMBER 2009
THE DECIDER

"Are You Going to Get Laid?" **projects a baby boom** for September 2010. The U.S. census declares the next generation Generation M.

JANUARY 2010
ICON: JAMES CAMERON

An interview with the mercurial and relatively unknown director encourages doubtful moviegoers to see a low-budget indie project known as *Avatar*. With a $2 billion take, his labor of love becomes the highest-grossing movie of all time. He does not cut us a check.

CHRIS FORTUNA (KALEY)

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CIRCUSM

A MAXIM VIEW OF THE WORLD

MY FIRST TIME:

NAYA RIVERA

As the scorchingly sexy cheerleader Santana Lopez on Fox's addictively camptastic juggernaut *Glee*, Naya Rivera makes for the hottest mean girl since Megan Fox bared her fangs. A show biz vet since she was in diapers, the acting, singing, dancing SoCal native opens up about playing dead, playing for Obama, and other memorable firsts.

PHOTOGRAPHS BY CHRIS FORTUNA

FIRST BAD REVIEW
My first big role was on *The Royal Family* with Redd Foxx in 1991. There was a review that said, "Naya Rivera is cute as the dickens but not much of an actress. Her lines sound forced." Forced? I was five!

FIRST DEATH
I got the call that I'd booked *Glee* when I was on set on *CSI: Miami*. I was the dead person. I played a heroin addict. I got kidnapped, my neck got snapped, then I got electrocuted and abandoned in an alley. So I'm lying there dead when David Caruso walks up. Everyone was like, "Wait till you act with Caruso—he's crazy, very dramatic!" And I almost cracked up when he opened his mouth, like, "Does he *really* talk like that?"

FIRST FAMILY
None of us had any idea how big *Glee* was going to be. I was just shopping in Whole Foods one day, and I got an e-mail saying President Obama and First Lady Michelle would like to invite the cast to perform at the White House. I mean...the White House! I still don't think it's hit me.

FIRST GIRL-ON-GIRL ACTION
The whole relationship between Santana and her sidekick, Brittany, is hilarious. In the last episode before we went on break, I said, "Sex is not dating," and Brittany says, "If it were, Santana and I would be dating." I asked the director, Brad Falchuk, "Are we doing this because she doesn't know what sex means, or did we in fact hook up?" He said, "Oh, no, you hooked up!" I was like, "OK!"—*David Swanson*

Glee airs on Tuesdays at 9 P.M. on Fox.

STYLING BY CONSTANZE LYNDSAY. HAIR BY STEVEN LAKEZ FOR REDKEN/EXCLUSIVE ARTISTS. MAKEUP BY HIROMI NOKO.

(opposite) Wolford for Nancy Meyer bra and panties, PAPS vest, Lia Sophia rings. (this page) Spreegirl bra, Wolford for Nancy Meyer panties, Lia Sophia jewelry.

MAY THE BEST HOLIDAY WIN!

SORTING OUT THIS MONTH'S **MOST BELOVED HOLIDAYS.** WHICH OF THEM DESERVES YOUR TIME AND HANGOVER?

	KENTUCKY DERBY (MAY 1)	STAR WARS DAY (MAY 4)	CINCO DE MAYO (MAY 5)
CELEBRATORY EXCLAMATIONS	"And they're off!"	"May the 4th be with you."	"In your face, Alamo!"
HEADGEAR	Saddle bit	Stormtrooper helmet	Huge sombrero you bought at Cancun airport
WORSHIPED ICONS	Secretariat	Princess Leia	That one hot Chi-Chi's waitress
BUZZ-KILLERS	PETA protests	Your curfew	Crazy amounts of diarrhea
FUN AND GAMES	Gambling	Lightsaber duels	Smuggling Chihuahuas in your pants
PINT-SIZE HEROES	Jockeys	Yoda	Miniestrellas, midget Mexican wrestlers
TRADITIONS	Awarding winner garland of roses	Virgin guys making pact to get "Leia'd" today	Choking on the worm
UNOFFICIAL TRADITIONS	Saddle sores	Virgins lying that they totally got "Leia'd"	Calling your dad for bail money
DRINKS	Mint julep	Jabba juice	Pitcher of frozen headaches

MAKE A MAPLE MINT JULEP. GIDDYUP!

Here's a much tastier version of the classic MJ, from Julie Reiner, the mixologist and owner of New York's Flatiron Lounge and Clover Club.

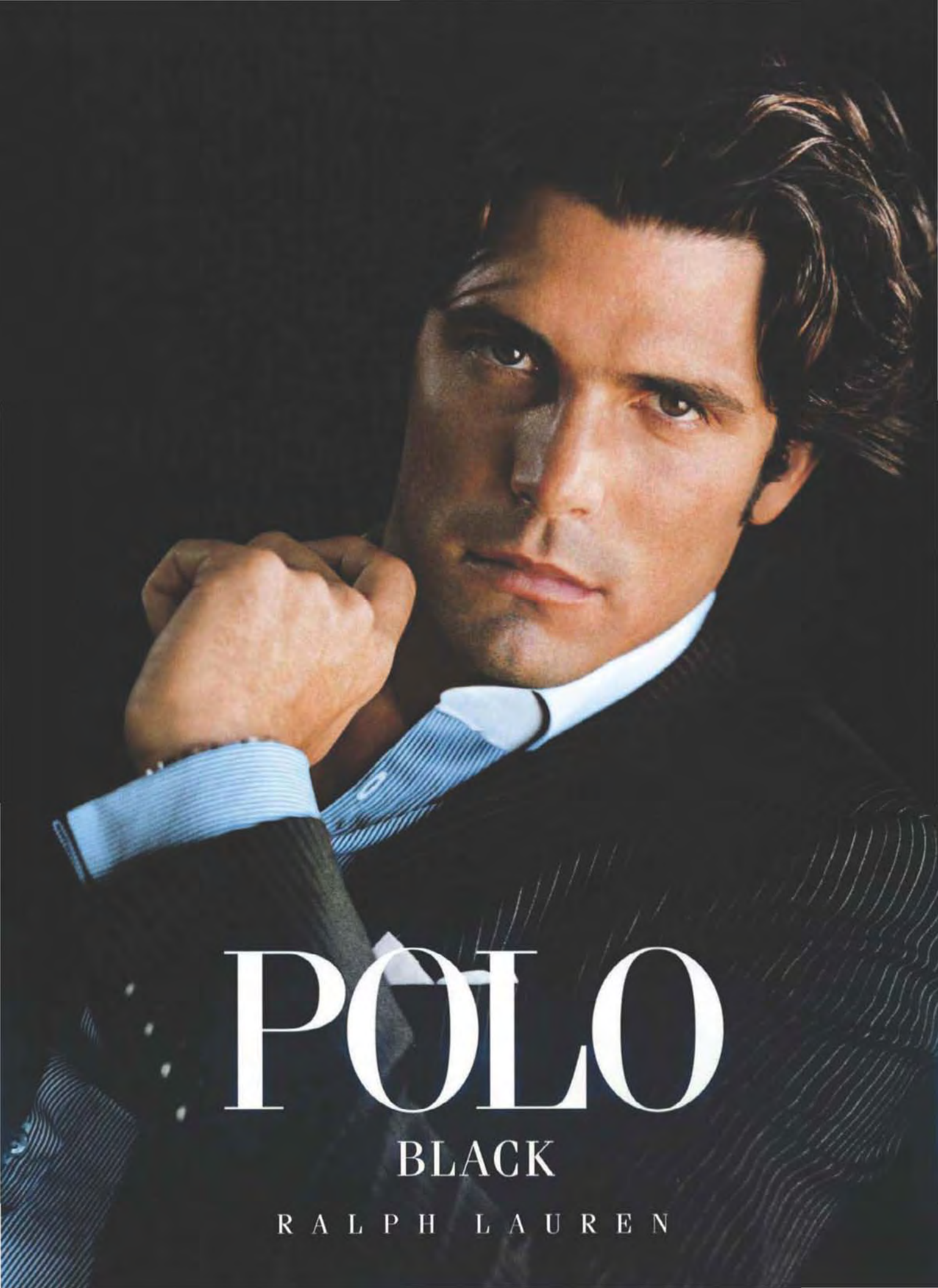
- Rub eight mint leaves gently with fingers (weirdo) and plunk in chilled julep cup (or rocks glass).
- Add 1 oz. of grade-A maple syrup. Lightly muddle the mint.
- Add 2 oz. Maker's Mark.
- Now add crushed ice three fourths of the way up the glass; stir.
- Add more ice (hello, brain freeze) and fill to top with booze.
- Stick in two straws and place four mint sprigs on top so you can smell the mint with each sip. Sure beats brushing your teeth!

BIG SCREEN BUCK HUNTING

LET SANDRA BULLOCK'S NEXT ROM-COM PAY YOUR RENT!

→ During the trailer portion of a night out at the movies, are you the kind of guy who likes to scream, "That's going to suck donkey balls!"? Now you can put your money where your donkey balls are with the Hollywood Stock Exchange, open for online trading. The HSX, owned by Wall Street bond firm Cantor Fitzgerald, has been around since 1996, allowing industry insiders to buy and sell "virtual dollars" for fun. But starting this spring you can log on to hsx.com and earn real cash for your box office predictions. Not a Hollywood insider? Cantor Exchange will be holding a series of trading boot camps around the country. Movies on Demand has never been this lucrative. –*Stephanie Radvan*

ILLUSTRATION BY ERIK T. JOHNSON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MAXIM LODGE

In January, Maxim took Vail, Colorado by storm at Garfinkel's Bar and Grill for the 2010 Maxim Lodge. More than 1,200 consumers attended the two-day après ski event, hosted by beautiful Maxim models. Cazadores tequila provided complimentary cocktails, branded t-shirts and hats, while guests also enjoyed sneak previews of the new series on Starz, *Spartacus: Blood and Sand*, and photos with Spartacus-themed models. Throughout the weekend, Maxim and Vicks executed in-store promotions in Vail Village giving away Maxim Lodge t-shirts with every purchase of Vicks products.
garfsvail.com

The MAXIM Party

On February 6th, Maxim transformed Miami's Raleigh Hotel into a 1950's beach party for football's biggest weekend.

Celeb guests included Amanda Bynes, Kevin Connolly, Marisa Miller, Olivia Munn, LMFAO, Nick Lachey, The cast of The Hills, Nelly, Joanna Krupa, and Evander Holyfield. For more pictures and video, visit maxim.com/themaximparty

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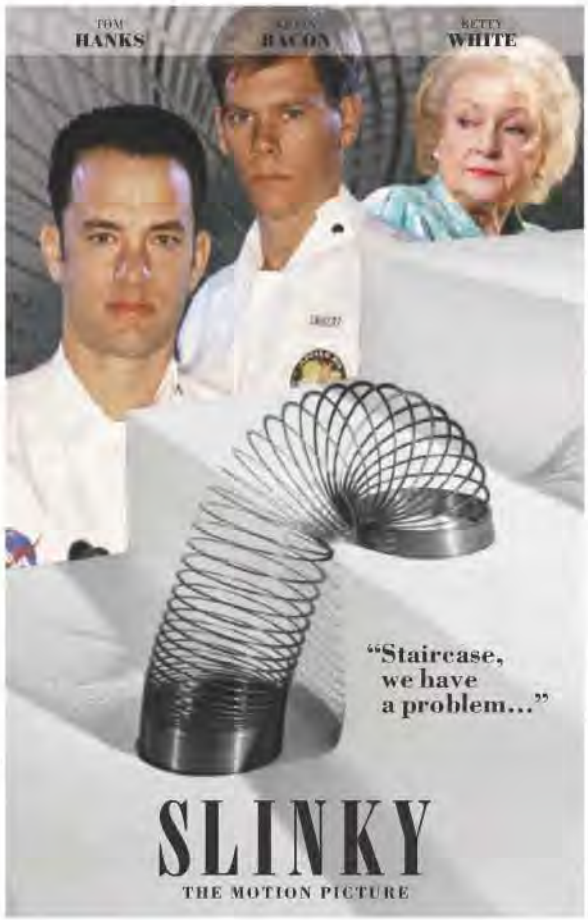
Evan Williams Kentucky Straight Bourbon Whiskey. Distilled in Kentucky. Bottled by Old Evan Williams Distillery, Bardstown, KY 40004 43% Alc./Vol. ©2010

BOARD GAME: THE MOVIE

RIDLEY SCOTT IS MAKING A FLICK BASED ON MONOPOLY. FOR REAL. HERE, SOME OTHERS WE CAN SOON EXPECT.



1 CHECKERS
TAG LINE: **"Once you jump Black, you never go back."**
Washington Black is a pimp who was set up by Willie Red. The cops busted him with planted drugs, stolen furs, and guns in his trunk, and sentenced him to 20 years in the big house. Well, his 20 years are up, and Black is back—and out to revenge him some ass. "King me, muthafucka!"

2 SLINKY THE MOTION PICTURE
TAG LINE: **"Staircase, we have a problem..."**
The year is 1971. Jim, Fred, and Jack are stranded at the top of the stairs, ready to make a new Slinky "walk" down the steps. But what was once a routine game takes a harrowing turn as their slow-ass grandmother decides to head upstairs to go to the john. Will they get to use their Slinky before bedtime? Will Grandma's bladder explode halfway up her climb? By the end of these two hours, you will know what heroism is...and what Tom Hanks looks like in footie pajamas.

3 MAHJONG THE MOVIE
TAG LINE: **"Have the whine of your life!"**
Starring Bette Midler, Joan Rivers, and Barbra Streisand as talking tile pieces who complain that their boys married shiksas and the brisket isn't done enough. It's a mitzvah at the multiplex!

IMPORTANT NUMBERS

13
>Decline in number of annual U.S. shark attacks in 2009. What, we're not tasty enough for you, Jaws?

2
>Number of flight attendants recently arrested in an alleged posh prostitution ring run out of a Hindu temple in Delhi. Bring your own salted nuts!

1
>Number of O.J.'s "I wore it while I got acquitted of murder" suits that were offered to and rejected by the Smithsonian Museum.

WORLD'S WORST PETS

NOT EVEN THE FOLKS AT PETA WOULD WANT TO ADOPT THESE HOME-WRECKING MENACES.

CAT
Patients at one Rhode Island nursing home do not want a visit from Oscar the cat. For five years the otherwise unsocial feline has been cozying up to old people—about 50 so far—**just hours before they kick the bucket.** Oscar's prognostications are so dead-on that they've even inspired a book. (Just don't hold your breath for a Pixar movie.)

RABBIT
Actress Kate Beckinsale has it all. Except, that is, for **a masturbating rabbit.** She gave hers away, tired of explaining to her daughter why he constantly pleasured himself and humped his food bowl. Said Kate of the randy rabbit: "He was boring. Other than masturbate, he didn't do anything." Guess we'll never get hired as her houseboy.

DOG
Becca's owner knew his pet had a problem when she **started ejecting liquid** from both ends, but disaster was averted when the black Lab finally puked up a black dress sock. Well, until Becca promptly ate the vomit-covered sock again, lodging it in her intestines and necessitating a $2,500 surgery. For that bill she could have mauled a neighborhood child!

PARROT
Leeds resident Chris Taylor figured something was up when his parrot, Ziggy, a master mimic, started saying, "I love you, Gary," in his girlfriend's voice. Ditto the kissing sounds Ziggy made every time "Gary" was said on TV. Yep, turns out **Chris' girlfriend was cheating,** but Ziggy should have kept his beak shut. Disturbed by this masterful impersonation, Chris soon sent Ziggy packing, too.

LION
The state of Ohio doesn't require permits for wild animals. After Lambert, a 550-pound lion, **broke out of his cage and started chasing cars down a busy highway,** they may want to change that policy. (Much to the highway patrol's chagrin, Lambert was recaptured by his owners before the world's coolest target practice could begin.)

SPIDER
German weirdo Mark Voegel made creepy-crawlies his life—and they made him a meal. After Bettina the black widow gave him a fatal bite, his other "pets"—200 spiders, a few snakes, thousands of termites, and a gecko named Helmut—**gorged on his body.** His web-covered corpse was found two weeks later after neighbors detected a funky smell.—*Mike Olson*

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CIRCUS MAXIMUS

BOOK A TICKET TO SEXY INSANITY!

GRAB A BAG AND PACK YOUR BATTERY-OPERATED MISTING FAN—THESE PARTIES ARE HOT, HOT, HOT!

1 BAY TO BREAKERS
May 16, San Francisco, California
Only San Fran can take earthquake lemons and make boozy lemonade. S.F.'s 7.4-mile footrace began in 1912 as a post-tremor morale booster but has transformed into a 70,000-person keg party with a handful of dumb athletic types actually trying to run through the chaos. baytobreakers.com

2 CONEY ISLAND MERMAID PARADE
June 19, Brooklyn, New York
Started in 1983, this annual parade kicks off summer with an insane amount of body paint and makeshift mermaid costumes. Afterward the show participants and spectators alike fill the boardwalk's bars for yards of beer and tube meat—Nathan's Famous hot dogs! coneyisland.com/mermaid

3 ANTHROCON
June 24–27, Pittsburgh, Pennsylvania
The world's largest furry convention offers workshops in animation, puppetry, role-playing, and more. The highlight: a masquerade ball. Be careful not to step on anyone's tail...or other body part. anthrocon.org

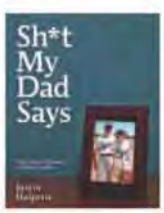
4 ROSWELL UFO FESTIVAL
July 1–4, Roswell, New Mexico
The truth is out there... in Roswell, New Mexico. This multiday event includes four days of workshops, sexy tales of anal probes, and heated discussions about the government's latest conspiracies. "Why won't Obama let me get laid?" said the guy in the tinfoil hat. roswellufofestival.com

5 PARTY COVE
July 4, Lake of the Ozarks, Missouri
The lake is wild (read: full of nudity and public sex acts) all summer long, but it's wildest (read: extra nudity and public sex acts) on Fourth of July weekend. Toplessness is legal, though visitors are technically supposed to wear pants.

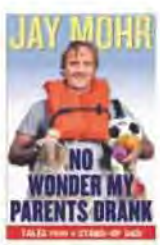
6 U.S. OPEN OF SURFING
July 31–August 8, Huntington Beach, California
Sure, some people take this weeklong event seriously as their chance to qualify for the ASP World Tour, but for others it's an easy way to watch girls get tossed around in the water, get a spray-on tattoo, and throw out their back playing beach limbo! usopenofsurfing.com
–Lisa Freedman

LAUGH LINES THREE AUTHORS EXPLAIN WHY THEIR BOOKS WILL TICKLE YOUR LITERARY PICKLE.

GREG GUTFELD
"Buy this book. It is made of chocolate and rainbows. Or maybe it's feces and artificially flavored licorice. Either way, it sticks between your teeth, and you can't eat it on the bus."



JUSTIN HALPERN
"It's like *Tuesdays With Morrie*, if Morrie slept nude, carried a shotgun, and asked Mitch Albom, 'Why do you smell like a whore?' Actually, it's a father-son book. At least that's what I tell myself when I can't stop crying."



JAY MOHR
"It's perfect summer reading for fathers. When your kid is no longer in school all day but instead in your house all day, every day, this book will be a manual on how to survive—or at least not reach for the bottle."

THE LEAST NEWSY NEWSLETTERS EVER

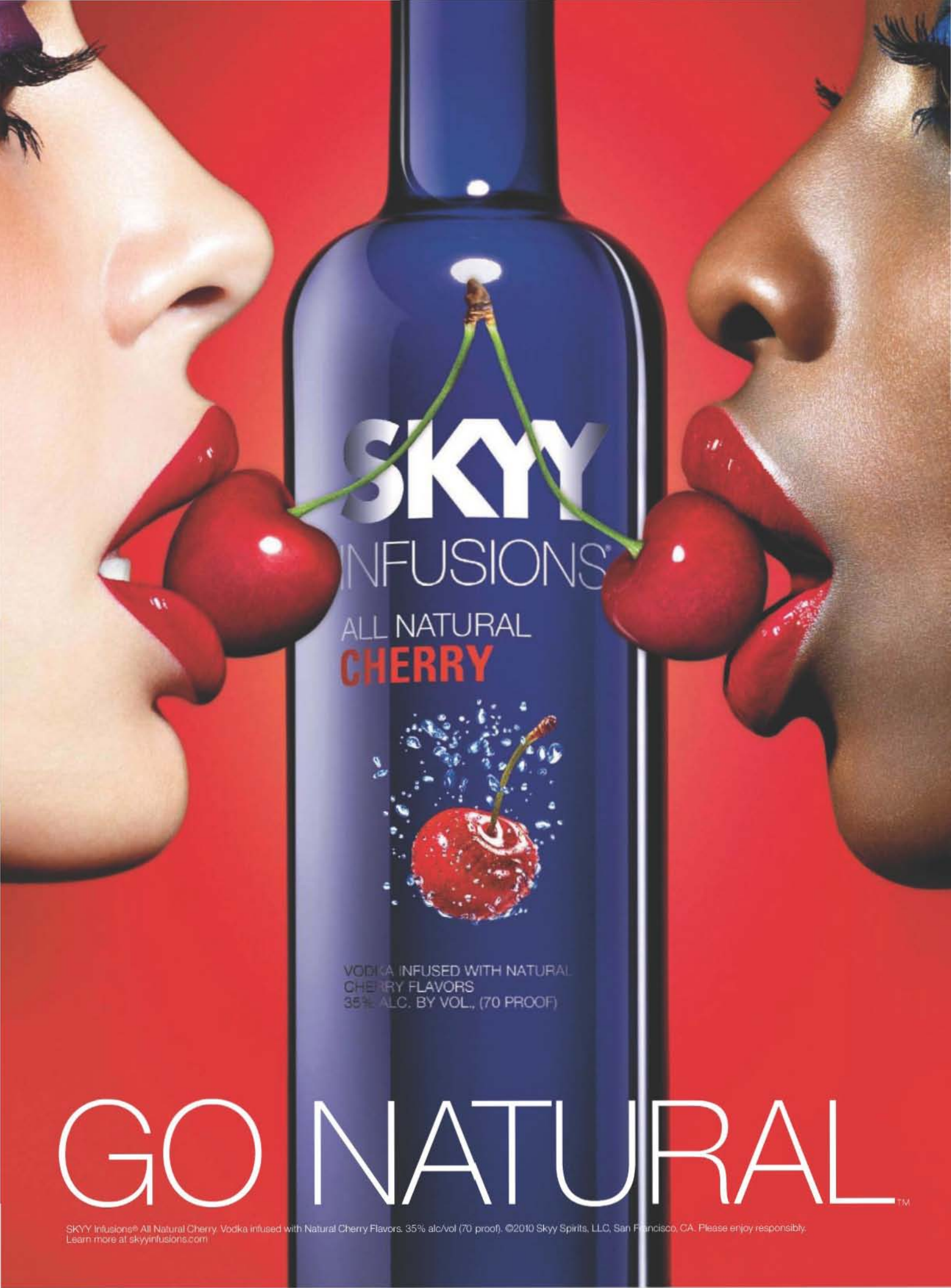
EXTRA! READ ALL ABOUT IT! (OR DON'T. YOU REALLY WON'T MISS ANYTHING.)

NEWSLETTER FOR EXORCISTS
A superexclusive publication sent out quarterly by the International Association of Exorcists to swap tricks of the trade.
Who gets it: All 11 U.S. exorcists who have been officially appointed by the Catholic Church. We tried to track one down, but our intern's head started spinning, so we took that as a sign to back off.

EYES & EARS
A biweekly publication by and for Walt Disney World cast members that keeps employees up to date on new developments such as Scarlett Johansson's appearance as Cinderella, the opening of Expedition Everest, and where it's OK for Goofy to touch visitors.
Who gets it: There's a strict "cast members only" policy, but we found a collection on sale at eBay for just $19.99 (or the price of a small Coke at the Magic Kingdom).

RAVEN'S BREAD
This Word doc for hermits (sorry, no X-rated shut-in pics) allows those who like to stay inside a whole friggin' lot to read about, but not interact with, other bearded people.
Who gets it: There are more than 1,000 subscribers who contribute personal stories. We especially love the one about the guy who sat inside and did nothing and then went to bed and then sat inside and did nothing the next day. Wild stuff.

THE SHULMAN CENTER NEWSLETTER
A monthly publication by Terrence Shulman, founder of Cleptomaniacs and Shoplifters Anonmous. Keep an eye on your wallet.
Who gets it: Kleptomaniacs and shoplifters who want help dealing with their obsessions. And at $0 an issue, it's a steal!–*LF*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Spring Clean Your Life

'TIS THE SEASON TO GET YOUR SHIT TOGETHER. HERE'S THE MAXIM CHEAT SHEET TO DECLUTTERING, DESTRESSING, AND DE-HATING YOUR EXISTENCE.

YOUR DIGITAL SELF

Shed extra e-mail accounts; you only need one. Consolidate all your passwords with roboform.com, and **when it comes to your profile photo, create a little mystery** by avoiding direct eye contact or smiling. According to data compiled by okcupid.com, women are more interested in guys who don't mug, regardless of overall attractiveness.

YOUR DUMB-ASS COWORKERS

When the "kill" voice in your head gets super loud at work, put the steel on safety and go to **meditainment.com** for a free three-minute desktop-driven meditation. A British woman's sultry voice will guide you back to bliss.

YOUR PARENTS

Be a better son, A-hole. Set a time every week and call. Put their birthdays and these in your e-mail calendar: **May 9 is Mother's Day and June 20 is Father's Day.** Your payouts in their wills depend on it!

YOUR PRODUCTIVITY

Peep these stats: It takes more than a minute to get back to work after responding to an e-mail. On average, workers respond to more than 120 e-mails and IMs every day. Add it up and so-called **"multitasking" costs you 2.1 hours of no-tasking each day,** according to Basex, an IT consulting firm. Make e-mail and IM your bitch by turning off your alerts. Instead, check messages every half-hour or between tasks.

YOUR LOVE LIFE

Are the fights getting vicious? Is she still way too close to her ex? Has the sex ceased? Would you rather do anything (work late, bar-hop, cut yourself) than clock time with her? If yes, it's a dead-end, dude. **Proceed to curb kicking. Tip: Do it at her house.** It's her comfort zone and a place you can leave, says Jenn Berman, Ph.D., a relationship psychologist.

YOUR MONEY

Time to go beyond TurboTax. **Hire a flat-fee accountant** who will forecast your net worth annually (at least), provide plans for short- and long-term goals, and help you find barely legal tax breaks. Try accountant ratingz.com (ignore the hip-hop kid's z) for a bomb broker near you.

YOUR TICKER

Check how your pump box is handling all the abuse. **Tell your doc you want a stress test** (determines overall heart health) and a 3-D echocardiogram (shows how much your arteries are blocked).

YOUR STEEZ

Chuck the raccoon living in your closet, your square-toed dress shoes (go rounded), and, most important, **anything that hasn't been worn in a year.** Next, sign up for Gilt Groupe, a Web site that offers ridiculous daily sales on designer swag (gilt.com).

YOUR SOUL

Here's how to make a donation, **get your dough back, and go to heaven** with a single click: Kiva.org provides P2P microloans to legit Third World entrepreneurs. A C-note represents significant start-up cash for them.

YOUR COLON

A quick cleanse will give your liver a much-needed break. Here's an easy **three-day detox** from Jonny Bowden, a nutritionist and the author of *The Most Effective Ways to Live Longer*: Skip all booze and eat low-sodium organic broths, pure fruit and veggie juices, and a little whey protein; drink green tea. Bowden says, "Avoid meats and dairy, and be sure to drink eight glasses of water daily." Let the bowel evacuation commence!

YOUR GALLEY

Iron Chef and James Beard Foundation Award winner Michael Symon says **all you need in your kitchen are these 16 things:** nine-inch chef's knife, cutting board, spatula, nonstick skillet, food mill, cast-enamel pot, water/sauce pot, carrot peeler, can opener, microplane (grater), bench scraper (dough cutter), tongs, wine/bottle opener, big-ass stirrin' spoon, stainless-steel bowls, and a cookie sheet. We recommend his cookbook, *Live to Cook*.

YOUR DESK AT WORK

If you're sentenced to the chair, you can still **prevent back pain,** eyestrain, and migraines. Says Joseph O'Brien, M.D., associate director of orthopedic spine surgery at George Washington University Hospital: "Raise or lower your seat so your feet rest lightly on the ground, knees bent at a 90-degree angle. Place your monitor directly above your desk so you look slightly downward, not up. And keep your keyboard at waist level or even in your lap." Couple that with breaks every two hours and you'll reduce pain in your shoulders, curb neck spasms, and ease the tension in your back.

YOUR COMMUTE

Use traffic to get smarter by listening to these entertaining but brain-boosting podcasts. For business management: Harvard Business IdeaCast; science: *Scientific American* Podcast; literature: The Writers' Block; philosophy: Philosophy Bites. Congratulations, you are now the know-it-all dill-weed of your carpool.

YOUR HARD DRIVE

Give your porn some room to breathe! Store your text files in Google Docs and photos on Flickr or Picasa. Back up your data with Web-based hard-drive service **carbonite.com.**

YOUR SICK DAYS

If you get laid off, you're not going to get paid for 'em, and Uncle Sam doesn't even require your job to offer any, so **treat sick days like gifts:** Take them. May we suggest these occasions for scheduled holidays?

- Fried maple syrup week at the county fair.
- Bring-your-daughter-to-work day.

YOUR CHORES

Don't dirty your digits; hire **merry maids.com** to clean your fridge, oven, windows, and bathroom. They have a "reclean" guarantee if you're not happy. Also, pay a professional

ILLUSTRATIONS BY PETER OUMANSKI

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home organizer to help clear all your clutter. Find a legit one near you at napo.net.

YOUR FEARS

Time to face them, friend. First up, peeing in public! Steven Soifer, coauthor of the book *Shy Bladder Syndrome: Your Step-by-Step Guide to Overcoming Paruresis*, explains, "Some suffer mild cases, while others essentially can't leave their houses because of it." But there's hope! Basically, a kindly doc has you "go" while standing 20 feet from a "pee buddy," then 15 feet, and so on. Head to **shybladder.org** for more info...Just be sure to clear your page history afterward.

YOUR FRIENDS

You know that guy in your crew who sucks? Time to cut the cord. He's not a girl, so he doesn't need a heart-to-heart sit-down. **Just fade him out and relegate him to Facebook-only status.** He'll get the hint.

YOUR REGRETS

Listen, we've all had sex with our best friend's mom, killed a hobo (we're kidding, National Homeless Protection Agency!), peed in the office coffee maker, and listened to the Black Eyed Peas...Wait, you haven't? It's time to stop list-reading and **start life-living, man!**

FITNESS

THE WORKOUT

SPRING CLEAN YOUR GUT

LOSE YOUR WINTER WEIGHT IN 20 DAYS WITH THIS PLAN.

CARDIO

(THREE DAYS/WEEK)

Time for high-intensity interval sprints. It takes less time (20 minutes) and burns more fat than an hour of jogging. Warm up. Then, on a treadmill or around a track, walk at a good clip (3 mph) for a minute. Then sprint (8–10 mph) for one minute. If you don't feel winded at the end of each sprint, you're not doing it right, chunkster. Do 8–10 reps. Be sure to cool down. Do this three times per week and say he-e-y to skinny town!

WEIGHTS

(ONE DAY/WEEK)

Hit your upper and lower body just once, baby. Complete your familiar routines, but:

- Only do two sets of each exercise.
- Limit all rest intervals to 30 seconds.
- Between sets, do 15 reps of a little exercise we like to call mountain climbers:

Get into push-up position. Bring your right knee straight up under you so it sits just below your shoulder while you plant your foot down for support. That's one. As you lower your right knee, bring up your left. Repeat until you can taste barf.

THE CHOW

FORGET COUNTING CALORIES. LIVE BY THESE FOUR RULES:

+ Eat breakfast.
It sparks your metabolism. Try this, McChubby: Combine an egg white and a slice of ham or turkey on an English muffin. Dash with Tabasco.

+ Eat what you want.
Just leave the table a little hungry. For example, order the six-inch, not the foot-long; devour the bacon cheeseburger, not the fries; inhale two slices of pizza, not four.

+ Skip soda.
Avoid soda and limit juice. Drink water (a lot; eight glasses a day), coffee (cream is fine), and vodka (it has fewer calories than beer).

+ Snack often.
Gobble lots of nuts. (Read that however you like.) Plain almonds suck, so make protein yummy with Emerald Cocoa roasted almonds. After a workout, slip a nice fresh banana in your mouth. (Is it hot in here, or is it just us?) The potassium will help fight cramps. At night, drink milk: The protein-rich cow pee will make you feel full, preventing midnight binges. Don't worry—that box of Oreos will understand why you haven't touched it in months.

ZZZz

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GOT A DUMB QUESTION? Send your brain-busters to askmaxim.com.

Ask Maxim

Floating fortresses and the truth about treasure maps, masticating man-meat, and how reading this could kill you! For reals!

How the hell do giant-ass boats like aircraft carriers float?

GREG MOFFETT, TUCSON, ARIZONA

The same way anything else floats, dummy! It's all about density—an object's mass divided by its volume (how much space it takes up). If something is less dense than the water it occupies, it floats. Any more and it sinks. Mike Shawcross, vice president of aircraft carrier construction programs at Northrop Grumman Shipbuilding, explains this and more about the next-generation aircraft carrier—the CVN 78—his peeps are working on. It's due to hit the seas in 2015, but here's a sneak peek.

1. AT 1,092 FEET LONG, SHE'S A MERE 360 FEET SHORTER THAN THE EMPIRE STATE BUILDING, BUT SHE'S FILLED WITH WAY MORE SEAMEN! YES, WE JUST DID THAT. YOU CANNOT UNREAD IT!

2. THE CVN 78 WEIGHS 102,000 TONS, AND 20 PERCENT OF THE SHIP LIES BENEATH THE WATER.

3. SHE HAS ABOUT 18 HABITABLE DECKS. THE ISLAND (THE TOWER ON THE FLIGHT DECK) ACCOUNTS FOR EIGHT OF THESE AND IS WHERE ALL THE COOL PEOPLE SUCH AS THE CAPTAIN AND THE SHIP'S WIZARD LIVE.

4. FOUR BRONZE PROPELLERS, EACH ONE WEIGHING 60,000 POUNDS AND SPANNING 21 FEET, PROPEL THE SHIP—AND HAUNT THE DREAMS OF MANATEES AROUND THE WORLD.

5. TOP SPEED EXCEEDS 30 KNOTS, WHICH IS MORE THAN 34.6 MILES PER HOUR, OR JUST A BIT SLOWER THAN A RABBIT AT ITS FASTEST. IMPRESSIVE, WE KNOW!

6. THE SHIP IS POWERED BY TWO NUCLEAR REACTORS THAT CAN OPERATE FOR MORE THAN *20 YEARS* WITHOUT REFUELING, WHICH IS GOOD, BECAUSE THE CVN 78 SHOULD BE BREAKING UP TERRORIST TEA PARTIES FOR THE NEXT 50.

7. THREE TWO-INCH-DIAMETER ARRESTING WIRES ON THE DECK CAN BRING AN AIRPLANE GOING 150 MILES PER HOUR TO A STOP IN LESS THAN 400 FEET.

8. THE CVN 78 WILL HOLD MORE THAN 80 COMBAT AIRCRAFT WHEN FULLY LOADED. AND AT LEAST ONE PILOT WHO'S "DANGEROUS" BUT WILL LEARN THE ERROR OF HIS WAYS AFTER A SEXY SHIRTLESS VOLLEYBALL GAME.

DO TREASURE MAPS EXIST?

James Dalessio, Chicago, IL

That'd be a big fat no. So says Vincent Virga, author of *Cartographia: Mapping Civilizations*, who has seen more maps than anyone in the history of, well, maps. The closest thing to a treasure map he's come across? "There's a pirate's atlas in the Library of Congress of the Indian Ocean from the 19th century, but there are no X's marking treasure." But don't give up the dream—one could be out there. "Don't we all want to find a treasure map?" Virga asks wistfully. Uh, have you ever seen *Dora the Explorer*? No amount of booty is worth that much spelling!

IS CANNIBALISM STILL PRACTICED ANYWHERE IN THE WORLD?

Chris Waits, Kansas City, MO

We'll assume you mean the ritual eating of human beings—not the band. (Remember "She Drives Me Crazy"? That song jammed!) Anyway, Daniel Diehl, coauthor of *Eat Thy Neighbour*, was able to list plenty of recent cases of cannibalism. "As late as the early 20th century, a member of the Dieri tribe of Australia was quoted discussing a funeral act of cannibalism," Diehl begins. "In the 1950s, tribesmen of Papua New Guinea not only ate their dead enemies but even taunted the victims' families about it." While this case was 60 years ago, Diehl says, "Today, in parts of Africa, there are continuing accounts of insurgent armies eating their enemies to dehumanize their opposition." So no nice Chianti, then?

CAN YOU BE BORED TO DEATH?

Tom Raine, Chevy Chase, MD

You betcha can. Researchers at University College London found that people who complain of high levels of boredom in their lives have double the risk of dying from heart disease or stroke as those who report leading a fun, entertaining life. The experts studied 7,524 people over 25 years. Those who said they were frequently bored were 40 percent more likely to have died by the end of the study than those who did not. One explanation: People whose lives lack excitement are more likely to turn to unhealthy habits like drinking and smoking, which can cut their life expectancy. Just think, by picking up this very mag, you're taking one small step to fighting death's cold embrace!

ILLUSTRATION BY JASON LEE

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PORTUGUESE PRINCESS

FROM THE PAGES OF *MAXIM PORTUGAL*, IT'S **SARA SANTOS.**

You entered the fashion world at 12. Did you carry a Barbie to the fashion shows?
Pretty much! I was at a shopping mall when this guy from an agency approached me. I took a modeling course with them, and that's where it all started.

You were 2006's Miss Playboy TV Portugal. Were you nervous at all about shooting wearing nothing but a smile?
It doesn't disturb me a bit. To me there's no problem. We're only naked. We are all equal, some fatter, some thinner. That's not an issue.

Why are there so many divorces these days? Is it about sex?
I guess people no longer have the patience to withstand each other. After a year they're tired, and when there's a problem they don't have the time or the patience to fix it. That's what I think...

Since we're talking about sex, where's the craziest place you've done it?
Oh...no comment!

FOUR FUN FACTS ABOUT PORTUGAL

1 Portugal was rated the 10th laziest country in the world by *The Daily Beast*.

2 In the 15th and 16th centuries, Portugal was the leading exploring nation of the world. Then they pretty much stopped doing stuff. (See above.)

3 Portugal was neutral in WWII. (Again, see first fact.)

4 Everyone in Portugal is named Joao, Manuel, or Maria*.

*According to our Portuguese senior editor, Maria Fontoura

Jersey Shore called. They want Ronnie's necklace back.

PHOTOGRAPH, PEDRO FERREIRA FOR MAXMEN

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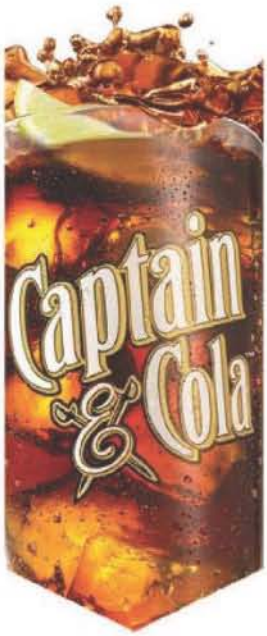

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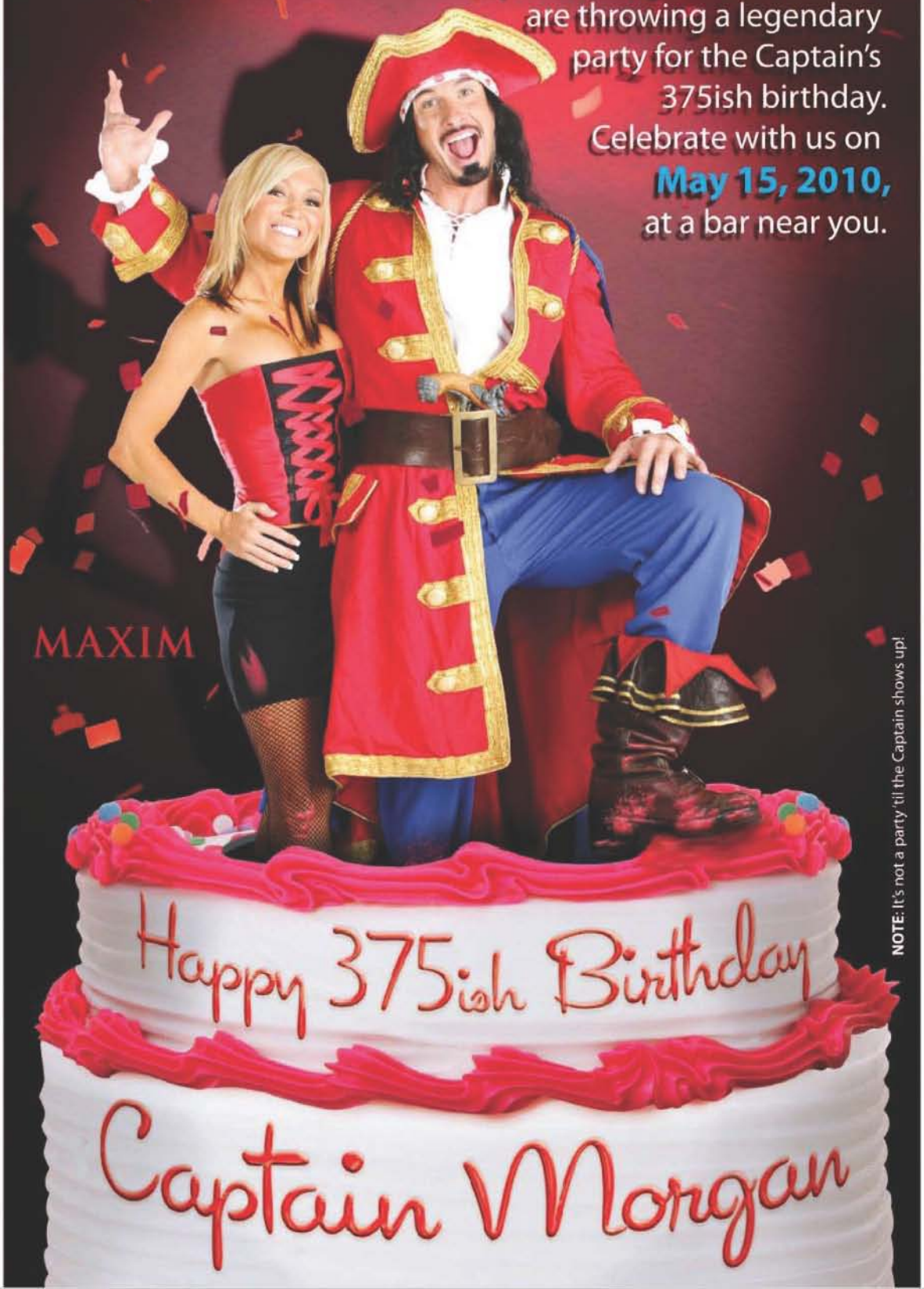

NOTE: It's not a party 'til the Captain shows up!

To learn more about how to get your Captain Morgan Birthday on, go to **maxim.com/captainmorgan**

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Team MGMT

THE ELECTRO-POP DUO GET WACKY ON THEIR LATEST.

MGMT never meant to be stars. Their first single, about moving to Paris and bagging models, was called "Time to Pretend." But when their 2008 debut, *Oracular Spectacular*, took off, the pretending started coming true. They collaborated with Beck and Jay-Z, were linked to starlets like Kirsten Dunst, and got nominated for two Grammys. "It happened so fast," says Ben Goldwasser, half of the duo, along with Andrew VanWyngarden. "We definitely had a few breakdowns." The band's new album, *Congratulations*, is their way of dealing. There are no *Gossip Girl*–ready synth hooks here. Instead there is all manner of the brilliantly weird—from "Lady Dada's Nightmare," a track inspired by Lady Gaga, to "Siberian Breaks," a 12-minute suite about the Arctic Circle. ("The label didn't really know what to do with that one," Goldwasser says.) The album is both a throwback to psychedelic '60s pop and an affirmation of artistic freedom. "I don't think we could ever record an album on drugs," Goldwasser says. "But it's fun to *listen* to on drugs."—*Josh Eells*

Ben Goldwasser (left), Andrew VanWyngarden (right), unknown parakeets (bottom)

ILLUSTRATION BY JULIEN PACAUD

VAMP STAMP

SUCK ON *TRUE BLOOD*'S SEASON TWO DVD BEFORE SEASON THREE STARTS UP.

Welcome back to Bon Temps, Louisiana, where outdoor orgies, bawdy biting, and buckets of blood made the sophomore season of HBO's vampire hit as mesmerizing as star Anna Paquin's décolletage. Sam Trammell, who plays shape-shifter Sam Merlotte, explains why you need to pick up the DVD.

THEY SUPERSIZED IT.
"The second season, we brought in a whole slew of new characters and locations. It's bigger, more complicated, and crazier. We really, really did not play it safe."

THERE'S MORE LUST.
"Vampires are tall, handsome, well-dressed, and independently wealthy, with good window treatments...and they need women's blood. So women want them, and men want to be them."

THE CAST GETS NAKED.
"Literally my last shot of the season, I was pulling the heart out of Maryann (the monster played by Michelle Forbes), so I finished naked with gunk and a fake black heart in my hand. Then they were like, 'That's a wrap!' I'm appropriately humiliated at this point."

THERE'S MORE BLOOD.
"This show is scary and bloody, but sexy. It's a sexy environment. I think season three is going to be the best season yet; it's going to be just as fresh as season two was after season one."

True Blood: The Complete Second Season comes out on Blu-ray/DVD May 25.

Steve Zahn is hatless. Also? Bottomless.

START WATCHING NOW!

FLOOD OF MEMORIES

THE *WIRE* CREATOR GETS HORNY NEW ORLEANS–STYLE IN *TREME*.

Who dat watch dat new HBO drama about post-Katrina New Orleans? You, if you had any damn sense. *Treme* (pronounced trah-*may*) is the brainchild of *The Wire*'s big papa, David Simon, which pretty much guarantees it will rock. Which it does, only it actually jazzes. Let us explain: Treme is a real neighborhood in New Orleans, famous for its tradition of brass band parades. *Treme* the show tells the story of the intersecting lives of musicians, politicians, and fall-down drunks trying to put their neighborhood (and themselves) back together after Katrina. The show is cast with a mix of famous faces (John Goodman, Steve Zahn, a host of *Wire* alumni) as well as locals (like trumpet legend Kermit Ruffins), which adds that air of authenticity for which Simon is famous. "When the script calls for a local chef, they get a local chef!" says Zahn, who plays a lovably nutty local radio DJ. "Half the people on this show play themselves–it's crazy." And when the script calls for a helping of man-ass? Zahn is happy to oblige, as he does in the first episode. Was he nervous about getting cheeky in front of the camera? "Are you kidding me? I've done so many fucking ass shots! You could type 'Steve Zahn's ass' into Google and I'm sure you'd get 10 photos!" We'll take your word for it, Steve.

Treme airs Sundays at 10 P.M. on HBO.

CURTAIN CALL AS THE *LOST* FINALE APPROACHES, A LOOK BACK ON LAST EPISODES OF YORE.

M*A*S*H
GOODBYE, FAREWELL AND AMEN
After 11 seasons, the finale was the most watched program in U.S. history until this February, when Super Bowl XLIV (thanks in part to Kim Kardashian's attendance?) surpassed it.
FEBRUARY 28, 1983

NEWHART
THE LAST NEWHART
In this classic twist, Bob wakes up in bed with his *Bob Newhart Show* wife, Suzanne Pleshett, revealing that the show was actually an eight-season-long dream...with one of the best finales in TV history.
MAY 21, 1990

CHEERS
ONE FOR THE ROAD
What began as one of the lowest rated shows on TV ended with an entire night dedicated to its finale, including a pregame show and a *Tonight Show* broadcast live from the "real" Cheers: Bull & Finch Pub.
MAY 20, 1993

SEINFELD
THE FINALE
For a show about "nothing," *Seinfeld* accumulated tons of awards and fans, who were uniformly disappointed to see their on-screen pals wind up in jail for the quality they loved about them: moral indifference.
MAY 14, 1998

THE SOPRANOS
MADE IN AMERICA
In one of the most controversial finales ever, fans were left stunned by the cut to black. Once viewers realized the cable hadn't crapped out, a score of questions remained, primarily: WTF?
JUNE 10, 2007

BATTLESTAR GALACTICA
DAYBREAK
Geeks were left muttering, "What the frak?" at the strangely anticlimactic ending to one of TV's most intense shows: Inner Six and Inner Batar walking off into a New York City crowd.
MARCH 20, 2009

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BRUCE WAYNE'S WORLD

The man behind Batman's mask fights for his life in *The Return of Bruce Wayne.*

Bat to the future! Gotham City's greatest crime fighter has been blasted into the past and must battle his way through the centuries in *Batman: The Return of Bruce Wayne*, the new comic six-part miniseries from Scottish comics icon Grant Morrison. "It's the ultimate survival story for Batman," says Morrison, who's worked with the Dark Knight for years. "Stick him at the dawn of time with no memory, no equipment, no Batmobile, no Batcave, no water, no phones, no police, and watch how his training comes to the fore." Think of *Lost*'s time jumps with more ass kicking.

Along the way Wayne will be taking on the guise of a gallery of pulp fiction's greatest heroic archetypes: a barbaric cave man, a badass Puritan witch hunter, a swashbuckling pirate, a Sergio Leone–style gunslinger, and a hard-boiled detective. "Each issue tells a stand-alone story in the style of a different era," Morrison says. "The Puritan one's like Poe, the cowboy story's really Clint Eastwood, the detective one's like a hard-core noir." Every installment features a different artist tailored to the material for maximum mind-blowing potential.

If all this sounds worlds away from the usual urban nightmare Bat-setting, that's the idea. "We've had Batman being very one-note for so long," Morrison argues. "You used to get these great old stories where you'd have Caveman Batman, Jungle Batman, Space Batman. No one had touched that material for a long time. I think people want to see Batman doing different things again." As long as it means he's skinning a giant bat and wearing it as his uniform, we say, amen!–*Sean T. Collins*

DOWNLOAD

HOLE
"SKINNY LITTLE BITCH"
Now, now, Courtney–that's no way to talk about Frances Bean. (Or is it Dave Grohl?)

DRAKE
"OVER"
The rap rookie's latest swaggerfest is surely the first song ever to invoke both Dead Prez and Ebert & Roeper.

BROKEN SOCIAL SCENE
"WORLD SICK"
Seven gorgeous minutes from Canada's greatest indie supergroup.

THE NEW PORNOGRAPHERS
"YOUR HANDS (TOGETHER)"
Three and a half harmony-riffic minutes from Canada's second-greatest indie supergroup.

THE THERMALS
"CANADA"
Two ridiculous, super-catchy minutes from Canada's...Wait a minute, these guys are from Portland!

KATE NASH
"I JUST LOVE YOU MORE"
The post–Lily Allen U.K. nice girl returns with a crush and some serious 'tude.

AGAINST ME!
"WHITE CROSSES"
The best song ever about smashing pro-life displays and/or amphetamines.

B.O.B FEAT. BRUNO MARS
"NOTHING ON YOU"
Rap's newest breakout plays it sweet and synthy.

TALES FROM THE STUDIO

THE STRAIGHT DOPE ON THE MONTH'S HOTTEST ALBUMS.

THE NATIONAL
HIGH VIOLET
Singer Matt Berninger on the stormy Brooklyn indie-rockers' new set.
Where the magic happened: "We recorded most of the record in (guitarist-bassist-pianist) Aaron Dessner's garage. The rest of it was recorded in Connecticut."
Three things we can't record without: "Recording equipment. Stress. That's all really."
Sounds like a cross between: "Milk and thunderstorms."

WILLIE NELSON
COUNTRY MUSIC
Behind the scenes on the living legend's 200-something!! album.
Where the magic happened: "You know, all studios look alike to me. There's the place where I go to sit and the place there where the guys record. I just got off my bus and went in and started singin'."
Studio drug of choice: "I'm a weed guy, you know. I'm more trouble drunk than most people, so I quit doing it. But I like to smoke a little grass every now and then."
Sounds like a cross between: "Well, it's called *Country Music*, and that's a pretty adequate title. This is music from the hills, from the mountains, from the folks. Just good country music."

SEE THIS FLICK Ed Norton is twice as nice as an Ivy League professor and his twin hillbilly brother in **Leaves of Grass.** Set in rural Oklahoma, the dark comedy delivers a blend of drugs, violence, and classical philosophy.

READ THIS BOOK Profanity-spewing playwright David Mamet gets graphic in **The Trials of Roderick Spode ("The Human Ant")**, a collection of comedic stories following the titular man turned insect. "Fuck you, Anteater!" *$16*

SET YOUR TIVO Season four of **Friday Night Lights** kicks off on NBC with Coach Taylor having accepted a position at rival East Dillon High, leaving his family–and his town's loyalty–divided.

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LAURA VANDERVOORT

The out-of-this-world *V* star can totally kick your ass.

Oh, Canada! We thank thee for the glorious Winter Olympics, the multitalented Bryan Adams, and the seriously smokin' Vandyvoo (nickname just invented). At only 25 years old, she's already a veteran of TV and films, most memorably as a rebellious Supergirl on *Smallville*. On ABC's hit *V*, she's Lisa, daughter of the Supreme Commander of the Visitors (who aren't visitors; they're alien invaders). And she's more than just a hot lizard in a human suit with a low plunging neckline. Find out why this leggy blonde has us hanging around the reptile habitat.

She'll kick you in the nether region.
"Although I have a second-degree black belt in karate, if a guy got fresh with me, I'd just kick him you know where. I guess I could unleash a crescent kick on him, but I'd rather not expend the energy."

She's no puck bunny.
"My boyfriend is a huge Maple Leafs fan, so if I ever wanted to spend time with him, I had to become a fan. Well, actually, I really like Pittsburgh's Sidney Crosby. But who doesn't?"

She likes to sweat.
"I just started taking hot yoga classes. I think things through too much, and I find it calming. It's nice to sweat it all out. By the time you leave, you're drenched."
–Brekke Fletcher

PHOTOGRAPH BY RYLAN

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MUST PLAY GAME!

GRAND THEFT HORSE

Rockstar Games' **Red Dead Redemption** is six barrels of sexy.

You might remember Rockstar Games from such under-the-radar titles as *Grand Theft Auto*. If you've enjoyed playing *GTA* but thought, Gee, it would be kind of neat if I could hijack carriages, or, I would sure like to have more buffalo-hunting opportunities, then this 360 and PS3 title is for you.

Gamers set out as outlaw turned unwilling good guy John Marston in the American West in 1908. Hunting down your old gang for the Feds (the Man will kill your family if you don't), you'll need guns. Lots of guns. Marston's armory includes period-appropriate rifles, the first automatic pistols, and 30 more death dealers.

But it's the sandbox playground that sets *Redemption* apart. Stretching from Mexico to the Northwest, it's the biggest world Rockstar has ever created. Unscripted events, from hijackings to distressed farmers' daughters, abound, and Marston has 40 critters he can hunt and skin. Like Bear Grylls. With a gun!—*Jesse Brukman*

HOW THE WEST WAS FUN

Red Dead isn't the first time a game has headed west.

THE OREGON TRAIL (1974)
Anyone born after 1975 has died fording a river or courtesy of a snakebite and dysentery thanks to this schoolroom classic.

GUN.SMOKE (1985)
You're a sheriff tracking outlaws...who throw boomerangs, wield Gatling guns, and are ninjas!

LETHAL ENFORCERS II: GUN FIGHTERS (1994)
Gamers took down real-life actors (and their careers) in this innovative Sega CD title.

WILD ARMS (1997)
A Japanese take on the genre, *Wild Arms* features a character named Rudy Roughnight. Funny, we just had a rough night with your mom!—*J.B.*

FILM CHECKUP

SORTING THROUGH THE CINEMATIC HEAP.

	PROMINENT ASS	MAD MONSTERS	MEETING YOUR DREAM MAN	RELUCTANT FATHERS	LIVING NIGHTMARES	WILL GIVE YOU NIGHTMARES	OUR TAKE
THE BACK-UP PLAN Unable to find Mr. Right, Jennifer Lopez goes at motherhood alone—only to meet the love of her life right after her insemination. Bad timing!	✗	◔	✗	✗		✗	Sorry, J.Lo, but Octomom has taken all the romance out of solo conception.
SHREK FOREVER AFTER Bored with life as a family man, Shrek signs a pact with Rumpelstiltskin, who promises to make him feel like a "real ogre" again. In 3-D!	✗	✗	◔	◔	✗	◔	The ogre brought this upon himself. Who makes deals with Rumpelstiltskin, anyway?
A NIGHTMARE ON ELM STREET Serial killer Freddy Krueger returns to hunt down teenagers in their dreams in this reimagining of the soul-slicing classic.	◔	✗	✗		✗	✗	Proof that striped sweaters never go out of style. We're betting this remake will be even more terrifying than the 1984 original.

MUST BUY NOW

In a departure from his typical kooky roles, Woody Harrelson delivers the goods as an officer in the Army's Casualty Notification Service. The wartime drama **The Messenger** is out on DVD May 18.

SET YOUR TIVO

Sick of Gordon Ramsay? Check out IFC's **Dinner With the Band:** Chef Sam Mason invites Rufus Wainwright, **Andrew W.K.**, and others to cook at his Brooklyn loft. April 27 at 10:30 P.M.

BUY YOUR TIX

The brainchild of one of entertainment's proudest New Yorkers, Robert De Niro, the first **Tribeca Film Festival** kicked off in 2002. Check out Bobby's hood and a ton of new movies from April 21 to May 2.

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THE SEXY FLEXY

MOTOROLA BACKFLIP →

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THE LOWDOWN AT&T's first Android cell rocks a reverse-clamshell design that has it flipping more ways than a Denny's line cook. While banging out beautiful sentences on the QWERTY keyboard, you can use the tiny touch panel hidden underneath to navigate the 3.1-inch screen without grubbing it up with your nasty-ass paws. At night you can flip it into tabletop mode and use it as an alarm clock.

BUY IT IF... You're big on design and even bigger on networking: The unit's Motoblur home screen uses your pals' updates and photos as moving wallpaper and allows you to simultaneously update your Facebook and Twitter accounts.

DON'T BUY IT IF... You want a lightning-quick Android phone to run an ass ton of apps—get the Droid, since it has a faster processor.

att.com/backflip

HAIR AND MAKEUP: MIN MIN MA/SEE MANAGEMENT

PHOTOGRAPHS BY JAMIE CHUNG

SMARTPHONE SHOWDOWN!

SCREEN SAVIOR

HTC HD2

$200 with two-year T-Mobile contract

THE LOWDOWN This phone's stunning 4.3-inch OLED touchscreen (biggest on the market) and speedy 1 GHz Snapdragon processor make it so pretty and versatile that you may find it trying to steal job duties from your Kindle, plasma TV, and laptop. And at just .43 inches thin with a 5 mp LED-flash still and video camera, this is the sexiest bit of cell phone circuitry out right now; unfortunately, it's saddled with a headache-inducing version of the Windows Mobile 6.5 OS.

BUY IT IF... You want your showpiece of a phone to start conversations when you set it on the dinner table (hey, it's better than talking about your receding hairline).

DON'T BUY IT IF... You can wait a few months for HTC to debut a similarly sexy cell phone running the more capable–and more app-friendly–Android OS. *htc.com*

TORTURE TEST:
THE HOTTER SPOT

Sprint's 4G WiMAX network (already available in a handful of cities) is faster than today's 3G networks by a factor of 10. The Overdrive hot spot grabs that blazing signal and slings it out over wi-fi so you and up to four friends–or mooching neighbors–can surf, Skype, and download llama porn simultaneously. In N.Y.C., where a WiMAX signal wasn't available at press time, the unit kicks down to the slower 3G network, but in an area with a strong 4G signal (Las Vegas) it allowed us to stream Netflix as glitch-free as if we were using a hard-wired cable connection. *$99 with two-year contract, sprint.com/4g*

SILVER APPLE

IPHONE 3GS

From $199 with two-year AT&T contract

THE LOWDOWN Naysayers and tech-heads give the Jesus phone a demerit for its inability to fully multitask or run Flash, but more than 40 million of these gadgets have sold for a reason: No other handset makes it simpler to create, spread, and consume the digital stuff that makes up our mobile lives. The recent processor, camera, and video upgrades are pretty sweet, but we're really stoked about a rumored fourth-generation iPhone this summer that could add a front-facing cam, a higher-res OLED screen, and the ability to turn water into a pinot noir via Bluetooth.

BUY IT IF... Apps are your thing. The iTunes store's crazy-huge selection of time wasters (150,000 and counting) simply dwarfs the number of programs in the Android Market (20,000+) and the WebOS Marketplace (1,000).

DON'T BUY IT IF... You're allergic to iTunes. *apple.com*

ESSENTIAL APPS: WINDOWS PHONE

1/ JACK THE RIPPER

Whoopee cushion technology for the 21st century has arrived. This app puts more than 40 fart sounds at your fingertips and includes flatulent features such as the Fart-A-Piano, the Simon Says clone Fartman Says, and a motion detector that will rip one at the first sign of movement. **$1**

2/ G-ALARM

Tired of sleeping through your wimpy cell phone alarm? G-Alarm will put an end to that immediately. Our favorite feature is its "quiz" mode, which forces deep sleepers to solve puzzles in order to turn the damn thing off. You'll never miss an episode of *Live! With Regis and Kelly* again. **$7**

3/ SPINBALLS

Spinballs is an addictive app that channels classic games such as *Tetris* and Rubik's Cube. Sharp hand-eye coordination is a must as you connect like-colored balls through a series of rotating disks. The only puzzle left? Figuring out why you still live with your parents. **$3**

ESSENTIAL APPS: IPHONE

1/ I AM T-PAIN

Want to sound like the hook master himself? Run I Am T-Pain, hold the phone up to your hopefully diamond-encrusted grill, and sing away. This is real Antares Auto-Tune tech, the very gear T-Pain uses on his tracks. Some would say he's stupid to give his secrets away. We say he's stupid like a fox. **$10**

2/ FANFINDER

You're the loneliest person on Earth. You're a Mets fan in Philly (or a Mets fan anywhere, really). Well, download FanFinder and discover every sports bar in your area and its team affiliation in seconds. This handy tool covers all major sports, and the WNBA... just kidding! Girls can't play basketball. **Free**

3/ MAXIM

This is just self-explanatory. Get every great article in this very mag in phone form. Girls, cars, games, jokes, and all the amazing life-altering stories published each month are just a download away. Now we fit right in your front pocket! OK, get your hand out of there–you're having way too much fun. **$3**

ILLUSTRATIONS BY PETER DUMANSKI

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SMARTPHONE SHOWDOWN!

THE TASK MASTER

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THE LOWDOWN Palm's touchscreen/QWERTY hybrid slider smartphone has a stonelike, zen synergy feel in the pocket but multitasks like a Mensa member on meth–it can run an insane-a-tang 50 apps at once. But the phone's real genius is an OS that makes switching between all the apps as simple as the swipe of a finger. It's the most intuitive phone interface on the planet. Plus, it's got a 3 mp cam that now records surprisingly clear video.

BUY IT IF... You see yourself streaming Slipknot on Pandora as you Facebook, surf the Net, and send e-mail while shaving your pubes and driving.

DON'T BUY IT IF... You're frequently off the grid. We found killing the battery in less than 24 hours easy to do, even when just using it moderately.

LOSE THE HOLSTER: A PSA

There was a time–we'll call it the '90s–when cell phones were too enormous and expensive to live in a pocket. Back then holsters made sense. But now you can fit a smartphone with enough processing power to launch a space shuttle into the pocket of even the skinniest jeans. Face it: **Wearing your gadgets on your braided leather belt makes you look like some kind of sad, denim-clad Batman.** You might as well rock a fanny pack. It's time to unclip.

G THING

GOOGLE NEXUS ONE

$179 with two-year T-Mobile contract, or $529 without

THE LOWDOWN Google's first handset (made by HTC) lands some Android love on a sexy bod very similar to the iPhone's. Almost like a twin. At first glance this one looks even hotter, since the 3.7-inch AMOLED screen shows tack-sharp images and pure blacks. Unfortunately, the touchscreen navigator isn't as smooth as the iPhone's (or the Pre Plus'). But it beats the iPhone in camera specs, and this one has an LED flash, so your snaps at last call should come out sharper than you remembered.

BUY IT IF... Your digital life takes place on Google (Gmail, Gchat, et al.) and you want a stylish Android phone.

DON'T BUY IT IF... You're fat-fingered. Get the Droid (it's got a keyboard).

ESSENTIAL APPS: WEBOS

1/ GLAD THAT'S NOT ME

Feeling down? Well, at least you're not these poor fellows. GTNM aggregates submissions from fmylife.com, textsfromlastnight.com, and others onto one screen because all instances of hilarious drunk-texting gone awry should be indexed and published for everyone else's amusement. **$1**

2/ ARE YOU WATCHING THIS?!

What's more annoying than Office Watercooler Guy explaining how awesome last night's hoops game was? The fact that you missed that game. RUWT? alerts you in real time if there's a sporting event currently on TV that is worth selling your soul for a ride to the sports bar to see. **$1**

3/ NEED FOR SPEED UNDERCOVER

It's not every day you get to battle cop cars and helicopters, but we recommend you do it in this gnarly game (rendered in 3-D on the Pre). Choose from 20 slick-wheeling rides and make a name for yourself on the mean streets of...suburban Florida? **$10**

ESSENTIAL APPS: ANDROID

1/ NBA GAME TIME

Love the NBA but can't afford cable TV? NBA Game Time is perfect for the penny-pinching superfan on the go. Highlights include live radio broadcasts for every game, live scores, postgame video recaps, league news, and even Twitter updates. Sorry, naked photos of Greg Oden not included. **$10**

2/ GOOGLE SKY

Relax, Copernicus, while Google turns your phone into a window to the stars. Utilizing your GPS locale, this app can show you the stars, planets, and constellations in whatever area of the sky you point your phone. When you correctly ID Perseus and Pleiades, your girl might show you her Gemini twins. **FREE**

3/ RINGDROID

Stop wasting your money downloading obnoxious Lady Gaga ringtones. With the Ringdroid you can create classy custom ringers, notifications, and alarms by editing preexisting MP3, WAV, and AMR audio files on your phone, which means you can cut a ringtone out of Alicia Keys' cat moans. **FREE**

ILLUSTRATION BY CHRIS PHILPOT (HOLSTER)

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0–60: 3.2 seconds

HOT WING
At 75 mph the rear wing pops up to increase downforce; at 193 mph it waves up in the air like it just don't fucking care. Can we get a what what?

NO JUNK IN THE TRUNK
A spanking-new, direct-fuel-injected flat-six engine is shoehorned in back. Fun fact: The 911 Turbo is one of the only sports cars with a rear-engine layout.

When I e-mail my gearhead pal Jason to tell him I'm test-driving a 2010 911 Turbo Coupe, this is the terse reply I receive: "New ones are sick but way too automated. I want a real sports car." Dude is still surly because he recently wrapped his notoriously tough-to-pilot '86 911 Turbo around a tree. But I catch his drift: If you get your kicks reining in wild road beasts, the new Porsche flagship isn't for you. It's just too damn easy. Now 36 years in production, the rear-engine design's kinks and quirks have been ironed out with digital smarts. On my two-day joyride over rain-soaked Portuguese roads, the seven-speed floppy-paddle auto gearbox made calling up the revs instant and effortless; an idiotproof launch-control program produced simple three-second jaunts to 60 mph, and tech tweaks like torque vectoring allowed me to careen inches away from rocky coastal walls with zero drama. So all that digital stuff my buddy hates? It made this driver feel like Jimmie Johnson out there. And it might have helped Jason keep his 911 on the road, too—if only they had this stuff in 1986.—*Jesse Will*

THE GEARHEAD LUST LIST

STUFF THAT WILL TURN YOUR IGNITION IN MAY.

READ...
About the highly debauched, highly devoted superfans of stock car racing in **The Weekend Starts on Wednesday** ($25, Motorbooks).

PLAY...
The utterly unbelievable **Split/Second** (PS3, XBOX360, Windows) a back-to-basics racer featuring cars, explosions, and explosions.

WATCH...
Danica go for her first **Indy 500** win at the 94th running of the Greatest Spectacle in Racing (May 30 at 12 P.M. EDT on ABC).

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Supermodel Joanna Krupa hosted the pre-parade party, while Reggie Bush and over 500 partygoers enjoyed complimentary **CAZADORES®** Margaritas, massages at the Biotropics Rejuvenation Station, Just Cause 2 game previews and music from DJ Jive.
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HOG HEAVEN

The Losers' **Jeffrey Dean Morgan** has just one on-set demand: his bike.

The Cross Bones' chopped fender and mini ape-hanger handlebars mimic bikes of the 1940s.

You're a Harley guy. How many you got?
I have a couple in the garage right now. This Cross Bones Softail is my laid-back kind of bike—it's a relaxed cruiser. And I have an all-black Night Rod I zip around on for shorter rides.

Is it a family thing?
Hell, yeah. My dad and stepdad both ride. They're in Seattle, but whenever they come down we ride the PCH and up and down Malibu or Topanga canyons.

How'd you get hooked?
There's just something about getting up in the morning and getting on my bike and heading off with no real destination in mind. I spend enough time in my own head. When I get on a bike, I get out of that space. It's a good deal.

Do you ever ride with other actors?
Nope. But back in the day I did ride with my dog, a Rottweiler mix. She would ride on my legs and put her head on my arm or on the handlebar and fall asleep. Not these days! I need a bike with a sidecar for that.

Do people recognize you when you're riding the bike?
Yeah. And when this story comes out I won't be able to wear my sparkly orange helmet anymore, man, that's for sure!

Ever get to ride on-screen?
No, I'm still waiting to land that role! But while we filmed *The Losers*, there was a Ducati on set that one of the other actors rode. In between every setup, I would take off on the thing. Everybody was like, "Where'd Jeff go? Shit! We left the Ducati out! He's gone!" I'd be out cruising all over Puerto Rico.
—Patrick Carone

The Losers hits theaters April 23.

STYLING, JUSTIN DUCOTY/EXCLUSIVE ARTISTS; GROOMING, ROSIE JOHNSTON/EXCLUSIVE ARTISTS/ROSIE JANECOSMETICS

PHOTOGRAPH BY SAM COMEN

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GET A STREET-TOUGH RIDE

Most commuter bikes are either too soft (retro cruisers perfect for Jean-Luc to pedal to the café) or too brutal (brakeless boutique fixies made for messenger wannabes). This year the biggest bike manufacturer in the world gets the city bike right by taking the middle path. The **Giant Seek 2** sports a street-tough but spine-forgiving aluminum alloy frame, a peppy 24-speed Shimano drive train, and disk brakes for stopping all that gnarlitude. And a nice price, too. $600, giant-bicycles.com

SECURE YOUR SKULL

Forget your aero-dweeb helmet and get a bomb-proof brain bucket that's retro tough. Packed with EPS foam, the vented **Bern Watts** will keep you from showing up at work looking like Carrie at the prom. **$59, bernunlimited.com**

WEAR CLIP-FREE KICKS

Leave the clip-ons to grape-smuggling Lycra lovers. This **DVS Milan CTC Cadence** looks casual but means business. A stiff insole increases heel/arch support and boosts pedaling strength. **$66, dvsshoes.com**

ON LOCKDOWN

Sure, the **OnGuard 5112 Brute Mini** weighs four pounds. But its 18 mm hardened steel frame delivers would-be jackers a clear message: "Touch me and I will dry-hump your mother." **$80, onguardlock.com**

BAG IT

Sack up with the **Chrome Pawn**, a messenger bag that's durable (Cordura nylon), waterproof (the seam is sealed with a roll top), and practically roomy enough to sublet. **$160, chromebagsstore.org**
–Steven Leckart

SENDING SIGNALS FLASH THESE HAND SIGNS OF THE TIMES AND BIKE SAFELY!

1. West Side. I'm literally looking for the West Side. Can you help?

2. I can ride a bike while making this dog hand puppet talk!

3. My doctor said this bike seat hasn't made me sterile... yet.

4. I'm king of the world!

5. If you like it, then you should've put a ring on it!

ILLUSTRATIONS BY CHRIS PHILPOT

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sex

BY GILLIAN TELLING

Check Your Head

IF YOU REALLY WANT TO PLEASE YOUR GIRL, IT'S TIME TO BRUSH UP ON GOING DOWN.

My friend Mandy* describes the first time she got amazing head as "the first night of the rest of my sex life." "I had enjoyed sex up to that point, even enjoyed guys going down on me—so I thought," she says. "But when I was 25, I had a one-night stand with a guy who did things with his tongue that made me lose all control, things I didn't even know I wanted him to do. My body was literally shaking. It was the holy grail of oral, and I've been chasing it ever since." • It's a fact: Awesome oral sex skills can turn you from a random fling into the guy she still talks about six years later over mimosas with her friends. And because I believe that every girl deserves good head, and every guy deserves to be a hero, I've gathered top-secret tips from women on how to please them below the belt—every time. Read on for the only guide to oral sex you'll ever need. »

Elle Macpherson bra

*SOME NAMES HAVE BEEN CHANGED.

PHOTOGRAPHS BY RONY SHRAM

THE BIG IDEA

The first rule of thumb (or tongue) is that giving oral sex is about one thing and one thing only—the clitoris. "I can't tell you how frustrating it is to have a guy go down on me, put just the right amount of pressure on my clit, and then wander off on a fool's errand around the rest of my nether regions," says Jenna, a 29-year-old grad student.

Abby, a 27-year-old event planner, agrees: "The clitoris has tons of nerve endings concentrated onto a tiny surface. Skipping over it or straying from it would be like a girl giving head to a dude and only licking his balls, or giving the tip just a few seconds of attention before heading off to kiss his thighs." So first and foremost, find the clitoris, and once you find it, stay put.

SWEAT THE TECHNIQUE

Because the clitoris is such a sensitive spot, finding the right amount of pressure for the woman you're with is key. While this definitely varies from girl to girl, there is one general rule: Too much pressure will be painful (you'll feel her pull away a bit), and too little will be a waste of time (she'll lie there like a veal cutlet). For a foolproof move, try putting your lips around the bean and moving it in and out of your mouth with a soft sucking motion, while simultaneously using your tongue to stimulate it directly. "The first time a guy did this to me, it blew my mind," says Jessie, a 27-year-old architect. "It was twice the stimulation, super intense. I thought he was a genius."

Most women will also get off from you flicking your tongue on their clit over and over—so long as you keep the pressure and the pace steady. (That means no making the alphabet, no matter what you heard in high school.) "My ex was the best at locking into a rhythm and then just repeating the same motion until I exploded," says Shana, a 30-year-old nurse. "He would either go up and down or make what felt like figure eights. God, I miss getting head from him."

OUT-OF-BODY EXPERIENCE

Like guys who have anxiety about penis size, a lot of women are self-conscious about what's going on under their underthings—and that interferes with their ability to relax and get off when you're going down. If your girl shifts uncomfortably as you head south or says you "don't have to do that if you don't want to," she's likely just feeling insecure.

The secret pass to her honey pot is to reassure her. Tell her you're dying to do it, that it turns you on, and that you love the view from down under. "The best oral I ever had was when a guy told me I had a 'gorgeous pussy,'" says Yumi, a 32-year-old massage therapist.

Jenna Leigh bra and panties

"He made me feel so proud of it, I just kicked back and let him go to town. Because I was so relaxed, I got off in about 30 seconds." Bottom line: If you love it, she'll love it.

PLEASURE PRINCIPLE

How do you know if all your hard work is paying off? When a woman is really enjoying herself while you're downtown, she'll let you know vocally and physically. "I always grab my boyfriend's hair when he starts licking me," says Mandy, a 27-year-old waitress, "and when it's really amazing, I'll pull it hard or lift up my hips and sort of press them into him. That's my clue for him to keep going just like that—no straying, no changing pressure; I'm about to get off." Mandy also likes to move her boyfriend's head to direct him to the ideal spot to make her come. "It may be *almost* perfect, but ever so slightly off to the right or left, so I'll just nudge him with my hands to the exact spot I want him in and then let him take it away!"

One thing you *don't* need to do to gauge her reaction is constantly look into her eyes. "I love watching my man go down on me, but when he's staring right back at me, it's distracting!" laughs Natalie, a 26-year-old nanny. Another focus killer? Interrupting your amazing oral to ask, "Are you close?" It's tough to do two things with your mouth at once, so keep the talking to a minimum and concentrate on giving us the good stuff.

THE NEXT LEVEL

If your goal is to make a girl come, there are a few tips to speeding up the process and doubling her pleasure. One key principle is, the wetter the better. So don't be afraid to get a little extra moisture on her. But despite what you've seen in porn, no spitting. If a guy dove between my legs and hocked a loogie on me, I'd be tempted to "accidentally" box his ears.

Most girls also recommend that you keep it simple. A finger or two inside of her while you're going down can feel really good, but it could translate to a loss of focus on the main act. Before you start trying to stimulate her inside *and* out, work on your tongue aerobics. To get the easiest access to her most sensitive part, use your fingers to spread the area open or to pull up slightly on her pubic mound. She'll thank you for taking the most direct route to her happiness.

GIVE AND YE SHALL RECEIVE

Women know that not all men love going down, but resist using it as a bargaining chip ("I'll do it for you if you'll do it for me."). As with most things that require effort, it comes with its own rewards. "Oral is always a part of our sex routine, and I love that my boyfriend loves to do it so much," says Jenna. "It makes me feel sexy, which makes me want to go down on him, too." If you relax and go for it, that makes us feel uninhibited. So use your head—chances are she'll use hers, too. •

MILESTONES IN ORAL SEX

KEY MOMENTS THAT HAVE ADVANCED THE CAUSE OF CUNNILINGUS.

"SIT ON MY FACE"
1980
A line from comedy troupe Monty Python's ode to oral: "When I'm between your thighs, you blow me away."

TRUE ROMANCE
1993
Samuel L. Jackson's Big Don tells fellow gangsters, "I eat the pussy, I eat the butt, I eat every motherfuckin' thing."

AMERICAN PIE
1999
Kevin's "tongue tornado" has Vicky (Tara Reid) crying out, "I'm coming!" as her dad calls her to dinner.

FUNNY PEOPLE
2009
Adam Sandler's comic has a chance to bone his ex, but just heads downtown for some unreciprocated lovin'.

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From "Lollipop" to "Pussy Monster," no man has done more to promote the deed.

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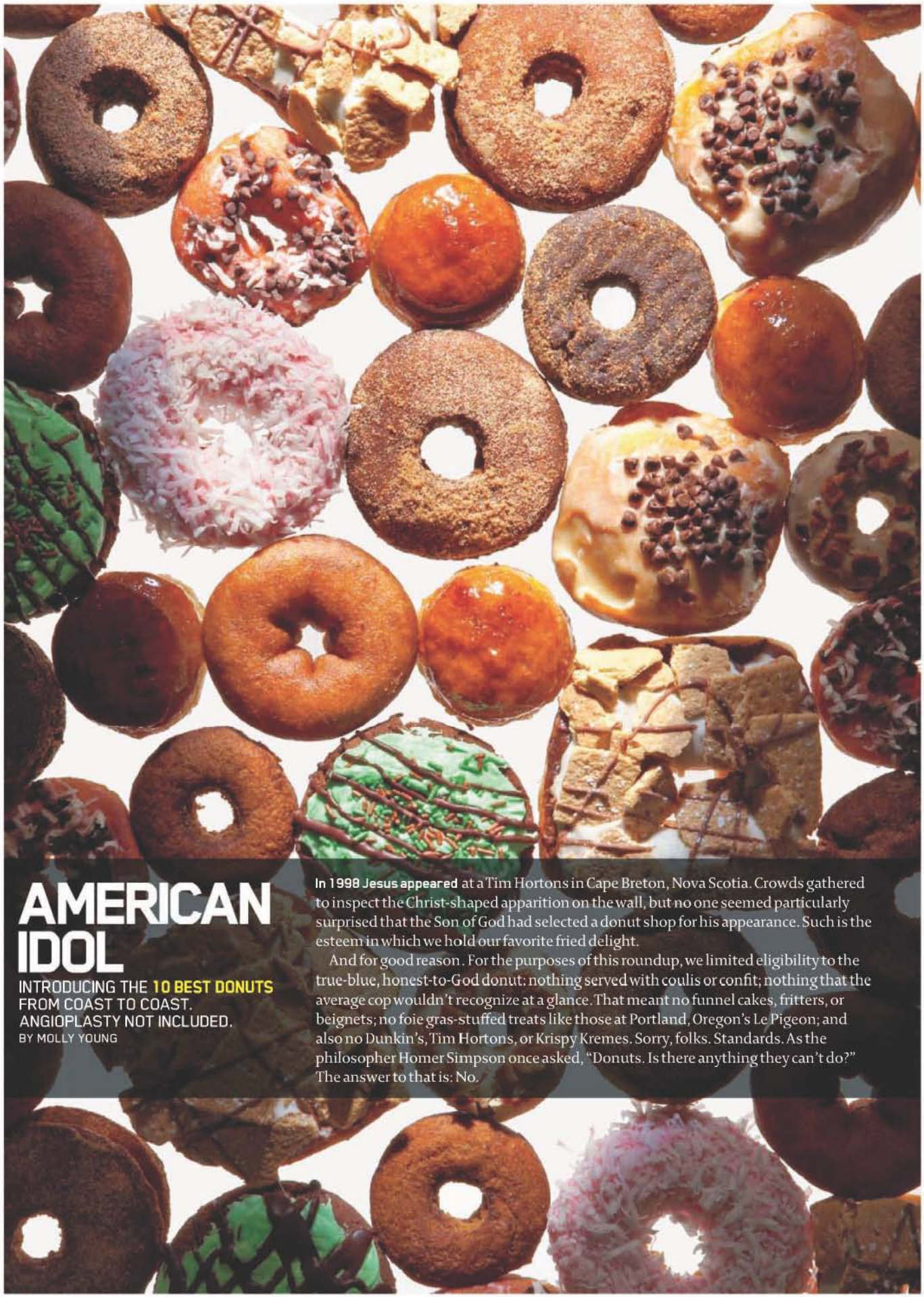

AMERICAN IDOL

INTRODUCING THE **10 BEST DONUTS** FROM COAST TO COAST. ANGIOPLASTY NOT INCLUDED.

BY MOLLY YOUNG

In 1998 Jesus appeared at a Tim Hortons in Cape Breton, Nova Scotia. Crowds gathered to inspect the Christ-shaped apparition on the wall, but no one seemed particularly surprised that the Son of God had selected a donut shop for his appearance. Such is the esteem in which we hold our favorite fried delight.

And for good reason. For the purposes of this roundup, we limited eligibility to the true-blue, honest-to-God donut: nothing served with coulis or confit; nothing that the average cop wouldn't recognize at a glance. That meant no funnel cakes, fritters, or beignets; no foie gras-stuffed treats like those at Portland, Oregon's Le Pigeon; and also no Dunkin's, Tim Hortons, or Krispy Kremes. Sorry, folks. Standards. As the philosopher Homer Simpson once asked, "Donuts. Is there anything they can't do?" The answer to that is: No.

PHOTOGRAPHS BY NICK FERRARI

DOUGHNUT PLANT
New York City
CRÈME BRÛLÉE DONUT
Think of this masterpiece (right) as a Boston creme on crack or as an American take on the oh-so-civilized crème brûlée. Doughnut Plant's Mark Isreal—whose grandpa Herman perfected his pastry recipe in 1934—uses fine yeasty dough injected with vanilla custard and tops it with a burnt-sugar crust. Deploy this cholesterol bomb the next time you have company—and do your damnedest to resist licking the plate.
ALSO TRY: Tres Leches donut

ZINGERMAN'S ROADHOUSE
Ann Arbor, MI
ROADHOUSE DONUT
Served up from a spartan aluminum trailer planted outside this famed roadhouse, the traditional Dutch-American recipe is rich with molasses and nutmeg, touched off with notes of bright lemon zest and a scattering of muscovado sugar from sunny Barbados. These treats are a tropical wonder, the antithesis of what we associate with the Midwest (cold winters, BigTen football, *Laverne & Shirley*). If there's such a thing as a masculine pastry, this is it.
ALSO TRY: None! This is the only choice.

FRACTURED PRUNE
Ocean City, MD
BLACK FOREST DONUT
Free-associate Germany and you come up with lederhosen, narrow mustaches, Angela Merkel, and Black Forest cake. Which would you most want in donut form? The Black Forest donut at the Fractured Prune (named for Prunella Shriek, an injury-prone 19th-century Ping-Pong champ) is a neat twist on the original, transforming the traditional cake into a donut with sticky raspberry glaze, plentiful chocolate chips, and coconut shavings. Nontraditional? Perhaps. Easier to pronounce than Schwarzwälder Kirschtorte? *Ja!*
ALSO TRY: French Toast donut

PSYCHO DONUTS
Campbell, CA
S'MORES DONUT
Most of us recall summer camp as a time of communal showers, uncharitable shorts, and flea bites. Even the best part—s'mores—was imperfect: The chocolate never melted; the cracker crumbled; the marshmallow attracted wasps. So thank heavens for central California's donut lab, which moved on from an ill-advised attempt at a "sushi donut" to make this beauty, with its oozing blend of chocolate, marshmallow, and graham cracker all nestled atop a pillow of dough. Tastes even better than a capture-the-flag victory.
ALSO TRY: Key Lime Pie donut

GLAZED DONUTS
Chicago
MAPLE BACON DONUT
Exploiting 21st-century food trends to the fullest, this Windy City outfit uses only local ingredients. So, fittingly for a donut from the Hog Butcher for the World, this one is flecked inside and out with chunks of premium bacon and dripping with maple glaze. It tastes like a lumberjack breakfast dipped in a fryolator. On the small side, but its density means it'll tame an Oprah-size hunger.
ALSO TRY: Oatmeal Chocolate Stout donut

DYNAMO DONUTS
San Francisco, CA
SPICED CHOCOLATE DONUT
Meet the Sarah Palin of donuts: hot, sassy, and polarizing. It's crispy on the outside and dusted with sugar, but one bite reveals a fluffy, brownie-batter-rich interior. At Dynamo herbs and spices are everything, and with this one the "spice" part is too good to give away. Think Mexican hot chocolate, with an emphasis on the Mexican. Not a donut for the faint of heart—or stomach, for that matter. Kind of like Palin herself.
ALSO TRY: Candied Orange Blossom donut

DREESEN'S FAMOUS DONUTS
East Hampton, NY
PLAIN DONUT
BEST IN DOUGH!
According to Alec Baldwin, people head for the Hamptons not for the beaches, parties, or polo, but for Dreesen's signature treat. The classic cake donut is an unadorned ring of risen dough flecked with nutmeg. Not too sweet, not too dense, it's the food equivalent of black lingerie: simple, classic, and eternally appealing.
ALSO TRY: Powdered Sugar donut

TOP POT DOUGHNUTS
Seattle, WA
PINK FEATHER BOA
What's not to love about a donut that looks like the cartoon version of itself? Top Pot's pink-frosted beaut, decked out in coconut shavings, summons the phrase "desert island food." Better yet is its interior, a puffed cake yellower than Montgomery Burns. It's like a delicious nuclear meltdown in your mouth! Excellent.
ALSO TRY: Apple fritter

STAN'S DONUTS
Westwood, California
PEANUT BUTTER AND FRESH BANANA DONUT WITH CHOCOLATE CHIPS
A cross-section of Stan's donut reveals its complex infrastructure: feather-light dough, molten core of peanut butter and banana chunks, pale banana icing that hardens to a crisp and tastes of marshmallow, a judicious scattering of chocolate chips. Unsurprisingly for a third-generation donut maker like Stan Berman, he's created the most addictive combination since the speedball.
ALSO TRY: Blueberry Crisp donut

SWEETWATER'S DONUT MILL
Kalamazoo, MI
GRASSHOPPER DONUT
Imagine a Jackson Pollock ripoff painted by a leprechaun in the shape of a pastry. That's a fair description of the Grasshopper from Sweetwater's, which serves a whopping 50-plus varieties. This sucker combines a ring of chocolate cake with scoops of cool mint-chip frosting, sprinkles, and splashes of fudge. Score one for the leprechauns.
ALSO TRY: Snickers donut

LIVE AND LET FRY
THE YANKEE STAPLE HAS COUSINS FROM EVERY CORNER OF THE GLOBE.

HUNGARY
Langos
The Hungarian equivalent of a 4 A.M. hot dog, these savory belly bombs soak up beers with a battery of toppings like cheese, garlic, sour cream, and pickled cabbage. Pass the Mentos!

ITALY
Zeppole
These superlight orbs are fried up every spring on Saint Joseph's Day in honor of Mary's hubby. Often stuffed with custard or ricotta and rolled in sugar, they're next to godliness.

POLAND
Paczki
Don't bother trying to pronounce it. These Polish donuts include a splash of grain alcohol (it evaporates off) and a superrich dough packed with jam or cheese filling.

BRAZIL
Sonhos
The name means "little dreams" in Portuguese, and it's a fitting description. Typically filled with chocolate, guava jelly, or milk jam (dulce de leche), sonhos make an ass-blasting breakfast.

INDIA
Balushahi
Fried in clarified butter rather than oil, these dainty golden discs go particularly well with tea. The slumdog sweetness will give you a third eye in your belly.

FOOD STYLING, JAIME KIMM

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♥ **Jerry (ND)** "I was like a magnet. Women kept coming up to me. **This one blonde came from across the room and said 'Hi! I just wanted to meet you and introduce myself!'"**

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BY BILL SCHULZ

Clockwise: The windup...of a 12-year-old girl; pregame jitters; with Ozzie Guillen; making friends in the dugout; striking out heckling Southpaw.

The Unnatural

OUR SCRAWNY SCRIBE ATTEMPTS THE MOST PRESSURE-FILLED FEAT IN SPORTS: THROWING **THE FIRST PITCH** AT A MAJOR LEAGUE GAME. WILL HE MAKE IT OVER THE PLATE OR BE BANISHED TO THE MINORS?

Presidents have done it, celebrities have done it; hell, even Baba Booey did it. No, not genital torture play. I'm referring instead to the great American pastime's great American intro: the ceremonial first pitch. For more than 30 years, I've watched countless D-list wannabes flub the opening toss and thought, Shit, I could do better than that. Finally, last September, I got my chance, courtesy of my beloved Chicago White Sox. It was the fulfillment of a lifelong dream, so I didn't take it lightly. No, I trained for my toss, and I'm here to explain how you can, too.

BALL 1: THE FIRST-PITCH PITCH

Securing the pitching post is difficult, but not impossible, no matter what you may lack in skill, credentials, and ability to fill a size-small jersey. Case in point: I totally did it! Of course, my case was bolstered by the fact that I was writing an article for *Maxim* as well as filming a companion piece for a show I cohost on Fox News called *Red Eye With Greg Gutfeld* (shameless plug!). Well, that and I'm often mistaken for a Jerry's Kid.

According to Sox director of publicity Lou Hernandez, there are three ways to get the gig: "You must either be a celebrity, or in your case a pseudo-celebrity [Writer's note: Not cool, Lou], or have connections with a sponsor. For example, one of our sponsors is Pepsi. They run a promotion where the winner gets to throw out a ceremonial first pitch. Lastly, if you do something special for the community, like a firefighter who rescues someone, you can be recognized on the field as well."

Now, barring some unforeseen act of courage, like pushing a stroller away from an out-of-control bus, I'd recommend you get to know your team's local sponsors and enter every freaking contest they run. Hernandez estimates contest winners man the mound at as many as 81 games per year.

BALL 2: MIND GAMES

Upon snagging the gig, I immediately sought out sports psychologist Jay Granat, Ph.D., author of *How to Get in the Zone and Stay in the Zone With Sport Psychology & Self-Hypnosis*. For more than 20 years, Granat has worked with dozens of muddled pro athletes, and he routinely counsels players with what is commonly referred to as Chuck Knoblauch syndrome—a mental glitch, named for the erstwhile Yankees second baseman, that might cause an infielder to continually fuck up routine throws to first and hurl the ball into the loge section instead.

"What causes it is anxiety," says Granat. "They miss a couple of throws and their belief in themselves goes down."

Granat maintains that a great mental exercise for this cranial conundrum is to toss the ball around with your nonthrowing arm. "When players go back to their natural side," he says, "they were so uncomfortable doing it the opposite way that their athleticism sort of automatically starts to take over again."

Bullpen report: No matter how I positioned myself, I couldn't throw the ball left-handed without producing a kind of jutt-assed, ➤➤

PHOTOGRAPHS BY RYAN ROBINSON

pushing-rather-than-pitching motion reminiscent of a Brüno stunt double on meth. However, after unleashing the ball this way for an agonizing 20 minutes, I hit my buddy's mitt with 10 times better accuracy when I returned to my regular windup.

BALL 3: ARMS RACE

Now that I was of sound mind, it was time to work on the body. Specifically the "arm" part of the body. (And maybe the "penis" part of the body later, if there was time.) To aid in this task, I enlisted the one and only Tommy John, whose 288 career victories over 26 years in the majors make him one of the winningest lefties ever to grace the game. (And the first recipient of the ligament-swapping elbow surgery that now bears his name.)

"First of all, you can throw a baseball, right?" asked the 66-year-old southpaw. "It's not like you're gonna throw like a girl?"

I explained that I did not, in fact, throw like a girl and was merely looking for suggestions as to how I could hurl in an even *more* manly fashion. You know, if that were possible.

Reassured, John dispensed some real advice. "The smaller the object you're trying to throw it to," he said, "the better. So if you pinpoint a dot or something on the catcher's mitt and throw for that, you aren't gonna hit it, but you'll still hit the mitt."

To work on mechanics, John suggested throwing eight to 10 pitches from about 40 feet out, then 50 feet, then 55, then 60.

Bullpen report: While the variances in mound-to-home-plate distances helped me loosen up, the routine sure didn't prevent postgame soreness. After training I found myself in need of a medicinal marijuana prescription, stat.

STRIKE 1: CHICAGO HOPE

Not content with just getting advice from a major league legend, I decided to try a certain commander-in-chief who donned a White Sox jacket to throw out the first pitch at last year's All-Star Game. I reached out to the office of the White House press secretary to get advice from the First Fan himself—and he replied! I knew I would forever treasure the following words:

"We regret to inform you that we are not able to accommodate your request at this time. The president's busy schedule forces us to turn down many creative opportunities."

[*Sniff!*] Thanks, Prez!

BALL 4: GAME DAY

Within the Windy City's brotherhood of stadiums, U.S. Cellular has always been viewed as the less attractive Chad Lowe to Wrigley Field's gorgeous Rob. But to Sox fans it's the only A-list abode in town. I rolled in armed with a mitt, a camera crew, and more than a little trepidation.

Did the front office schedule my appearance for an all-important game against...the Royals? Sure. In an insignificant face-off for third place? You bet. But with 22,798 fans in attendance, there were still far too many eyes on what I feared would become the nadir in a lifetime of embarrassments.

Left: Victory! On second thought, maybe this was *before* the pitch. Above, getting tips on left-handed handshakes.

I approached all-star catcher A.J. Pierzynski for some last-minute words of wisdom.

"Make sure you don't bounce it," he said. "And if you do, hide your head in shame."

Next, it was on to manager Ozzie Guillen.

"Don't try to pitch it, just throw it," said the Wizard of Ozz. "You got it? And don't get a tight ass, now! Bwa-ha-ha-ha!"

Just then the public address announcer bellowed: "And now, *Red Eye With Greg Gutfeld* cohost and Chicago's very own Bill Schulz is here to throw out the first pitch."

Despite all I had learned from major leaguers, headshrinkers, and presidents combined, the only thing that kept going through my head as I ran to the mound, while tipping my hat to an unenthused crowd, was, Hey, my name's on the exploding scoreboard—and they totally spelled it correctly!

As my Converses met with the mound, tunnel vision reared its blackening head. I tried to focus on the mitt of my catcher, Sox ace and perfect-gamer Mark Buehrle, and began my windup...

I tried to embrace the defeat that was my breaking ball not so much breaking as screaming several feet above Buehrle's head. By the grace of God—or the ghost of Shoeless Joe—the 6'2" lefty leapt into the air like a kangaroo on coke and stopped the spheroid from continuing into the netting and scaring the beer out of some fan's hand.

I threw my hat in the dirt with disgust before trotting back to the dugout, soaking up the fans' laughter-laced-with-boos, coupled with a few errant "*You sucks!*"

And yet...despite the fact that my upper-deck missile followed a friggin' contest-winning 12-year-old's fastball right down the middle...despite the fact that the oversize jersey Sox brass gave me fit more like a chick's nightshirt than a uniform...despite the fact that my parents were in the audience (both Cubs fans, no less) to take in all the aforementioned awfulness...

Well, I sure as shit didn't bounce it! Heck, I opposite-of-bounced it! Within a park that, until now, had only seen as my crowning achievement Rickey Henderson giving me the finger after several inebriated innings of making fun of his oddly big ass.

In the end, even if your throwin' ends up blowin', this take-me-into-the-ball-game experience is like no other. (Although Rickey flipping me the bird was pretty awesome.) ●

HALL OF LAME

BEHOLD THE MOST LEGENDARY FIRST-PITCH LETDOWNS OF ALL TIME.

MARIAH CAREY
Tokyo, 2008
Mimi's toss nose-dived into the grass four feet in front of her, earning boos and laughs even from the uber-polite Japanese.

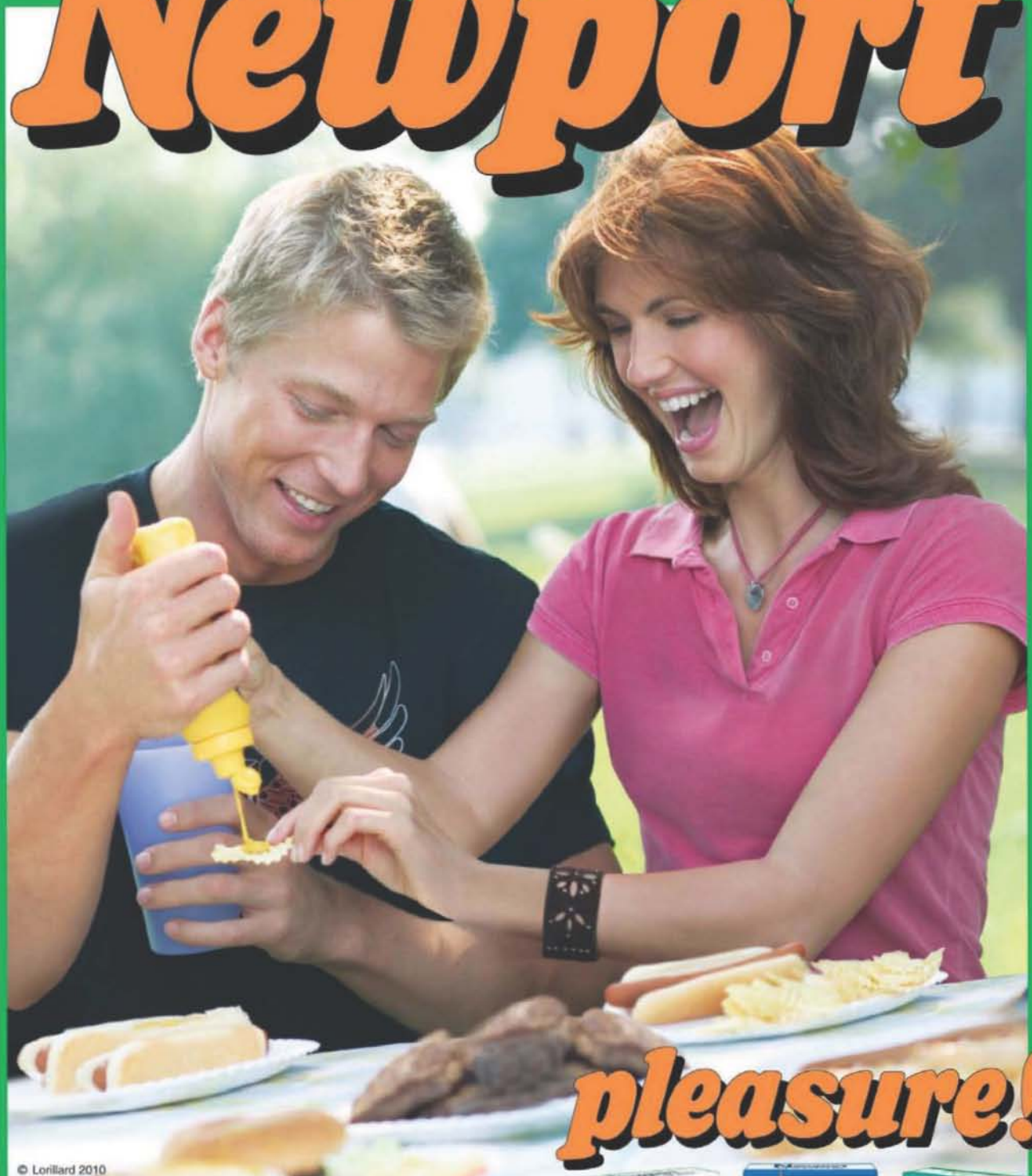
BABA BOOEY
New York, 2009
Howard Stern's producer threw about five feet high and five feet wide at Citi Field, then suffered ceaseless on-air mocking.

CARL LEWIS
Seattle, 2003
The world's ex-fastest man defied the laws of athleticism with a lob that didn't even make it to the dirt. Still topped his singing, though.

MARK WAHLBERG
Boston, 2009
Rippled abs didn't help the southpaw Sox fan, who shanked his throw left of home, hitting a fan's butt. How 'bout them apples?

THIS ASTRONAUT
Space, 2008
From the International Space Station, Garrett Reisman's nerdy "17,500 mph fastball" was broadcast on the Yankees' JumboTron.

Newport



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ARIANNY UNCAGED

IF THE UFC'S HOTTEST OCTAGON GIRL, ARIANNY CELESTE, TAKES YOU TO THE GROUND, YOU'RE NOT GETTING BACK UP.

BY JESSE BRUKMAN

PHOTOGRAPHS BY JEFF OLSON

"I'm a scorpio,
so that means I'm crazy."

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pp.60–61: **Anika Brazil Swimwear** bikini. p.62: **Juicy** bikini. p. 63: **Indah** bikini. pp.64–65: **Hanky Panky** panties.

STYLING: GENA TUSO/ARTMIX; HAIR, MITCH STONE USING PHYTO/CLOUTIERAGENCY.COM; MAKEUP: SAMMY M/TRACEY MATTINGLY

In three years

working for the Ultimate Fighting Championship, she has become the quintessential "who's that?" girl. Rest assured: After spying her perfectly formed features in the Top 10 of our 2008 Hometown Hotties contest or catching a glimpse of a bare (feminine) stomach between rounds of a pay-per-view fight, you weren't the only one to run for Google, desperate for a name.

Well, here it is: Arianny Celeste.

How did you get started with the UFC?
I had no idea what I was getting into. I just got a call from my agent that the UFC was looking for an "Octagon Girl." Basically, they wanted a hot athletic girl and had a cattle call for models, like most auditions. But Dana White himself was there. They asked a few questions and had me throw on the outfit. That was it.

You didn't have to fight the other girls?
No! I didn't have to choke them out—though I could probably do that now.

Because you've since started training in MMA?
Yeah. I have kickboxing and Muay Thai training now. And I've done gymnastics for years and years. I'm pretty flexible. I can do all kinds of things.

Wow. Like what?
I'm double-jointed. I can do some wacky stuff.

Moving on before our heads explode, what's a guilty pleasure nobody knows you enjoy?
I love sneaking chocolate into theaters and movie-hopping. You know, watching multiple movies on one ticket? It was easier in high school.

Would you like to go from sneaking into movies to being in them someday?
I'm a singer. I'd like to provide people with good music to have fun and dance to, but I also dream about acting. I've done some...Being another person comes naturally to me. It's just a childlike quality. I find it easy to pretend. I enjoy it.

How has the UFC changed since you started?
It's changed incredibly. When we started out, we were doing a lot of smaller venues. I can remember one of my first fights—I was excited because they were flying me out to Anaheim. Now I just got back from Australia, and we're going to Dubai soon.

Have you thought about joining the likes of Gina Carrano and mixing it up in the ring?
The thought of getting hit in the face does not appeal to me. More power to the women who go in there, but I just feel women should be feminine.

So you're into guys who are super macho?
Not at all. People always ask me if my boyfriend has to have a six-pack. Look, I'm around that all the time with the fighters. A six-pack is fine, but I don't really care about physical appearance. I like computer nerds and a guy who can make me laugh. Kind of the silent killer type. Someone who doesn't need to be the center of attention but can command it anyway. But I'm a Scorpio, so that means I'm crazy. You don't want to mess with me.

Er, we won't! Who are you dating now?
I'm actually going to a fan's prom soon.

What?
Yeah, he did this series of videos on YouTube asking me to his prom. He would even come to fights with his friends holding up signs that said BE MY PROM DATE! He's this 17-year-old kid, and it was sweet, so I said yes.

Is he going to get to make out with you?
No. Maybe. Oh, I don't know! I guess if he plays his cards right... ●

"I'm pretty flexible. I can do all kinds of things."

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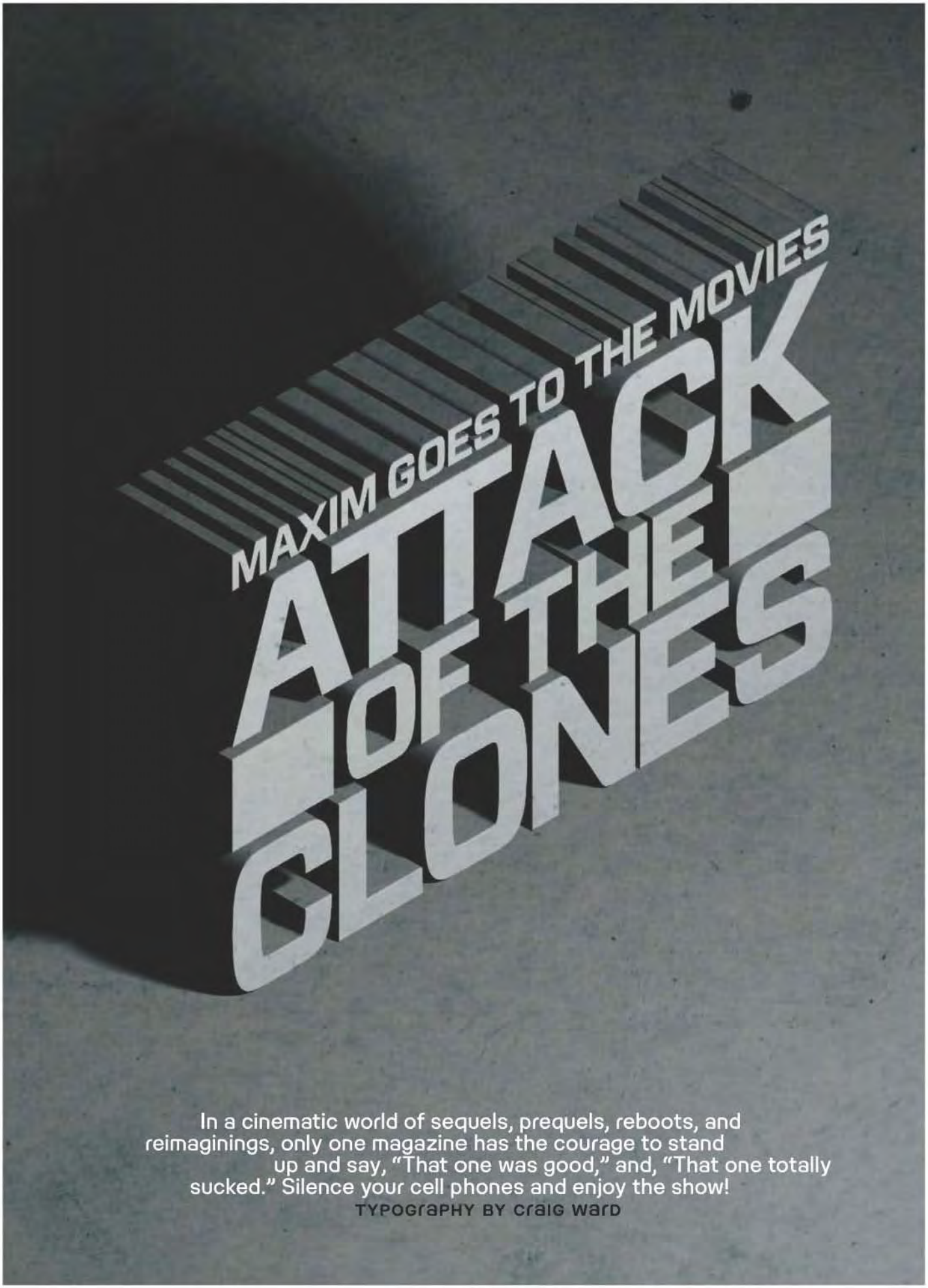


In a cinematic world of sequels, prequels, reboots, and reimaginings, only one magazine has the courage to stand up and say, "That one was good," and, "That one totally sucked." Silence your cell phones and enjoy the show!

TYPOGRAPHY BY CRAIG WARD

MAXIM GOES TO THE MOVIES

Hey, moviegoing reader, are you ready for another ride on the *Iron Man* express? Itching to get back to Sherwood Forest? Curious if MacGruber will blow up the box office? Then prepare for the thrill ride of the year—it's Maxim's salute to the best and the worst of the least original movies ever made!

reBOOTS

THE RESTARTING OF AN EXISTING FRANCHISE AFTER IT RAN OUT OF GAS.

BEST

Star Trek
A carjacking Kirk! Uhura giving Spock a highly logical boner! Beam up a sack of cash, J.J.!

RUNNERS-UP

Batman Begins
Rids Gotham City of memories of Clooney's nipple suit.

Casino Royale
Bond goes badass!

WORST

Planet of the Apes
Ape-raham Lincoln. Seriously, Tim Burton? Seriously?

RUNNERS-UP

Superman Returns
We get it—Supes has a massive bulge. Pan up!

The Pink Panther
More like the Stink Panther, Mr. Martin.

remakes

WHEREIN A GOOD MOVIE IS MADE AGAIN, FOR BETTER OR FOR WORSE.

BEST

King Kong
Peter Jackson trades little hairy feet for great big hairy balls and wins!

RUNNERS-UP

The Thomas Crown Affair
Artiest fun since that museum tour guide b.j.

I Am Legend
Fresh Prince versus rotting undead.

WORST

Godzilla
Ferris Bueller learns Godzilla is pregnant after 'Zilla takes an EPT test. OK, we're finished here.

RUNNERS-UP

Charlie and the Chocolate Factory
Seriously, Tim Burton? Seriously?

Psycho
A shot-for-shot exercise in pointlessness.

LOST AND FOUND IN TRANSLATION

FOREIGN MOVIES MADE AMERICAN.

BEST

>The Departed
Based on the Chinese film *Infernal Affairs*, Scorsese's features fewer chopsticks and more fake Boston accents.

RUNNER-UP

>The Ring
What it lacks in the original Japanese flick's freakiness it makes up for in shots of a soaking-wet Naomi Watts.

WORST

>The Wicker Man
YouTube the name of this movie and watch Nicolas Cage try to overact his way out of a paper bag.

RUNNER-UP

> Swept Away
Why, oh, why couldn't the tsunami hit Madge's island?

THE *SNL* SKETCH-TO-SCREEN DISSECTOR

***MACGRUBER* MARKS THE 11TH MOVIE BASED ON *SNL* CHARACTERS, IF WE HAVE TO COUNT *BLUES BROTHERS 2000*. AND UNFORTUNATELY, WE DO.**

	INSIDE DIRT	BEST LINE	FUN-ISH FACT
THE BLUES BROTHERS 1980	Paul Shaffer assembled the band but wasn't allowed in the movie because Lorne Michaels reportedly wouldn't let him ditch his *SNL* duties.	"We've got a full tank of gas, half a pack of cigarettes, it's dark, and we're wearing sunglasses." "Hit it."	Chaka Khan makes an appearance as a member of James Brown's choir. made $122 MIL, SCHWING!
WAYNE'S WORLD 1992	Mike Myers was reluctant to do the headbanging to "Bohemian Rhapsody," because it made his melon hurt too much.	"I thought I had mono for an entire year, but it turns out I was just really bored."	Alice Cooper knows the correct Algonquin pronunciation of "Milwaukee."
WAYNE'S WORLD 2 1993	When Myers was asked who he wanted to work with on the sequel, he replied, "Fellini."	*"Frampton Comes Alive!?* Everybody in the world has *Frampton Comes Alive!* If you lived in the suburbs, you were issued it. It came in the mail with samples of Tide."	Michael Jackson's real-life ponytailed manager, Frank DiLeo, shows up in a sizable role as the head of Cassandra's record label.
CONEHEADS 1993	Writers Dan Aykroyd and Tom Davis came up with the original sketch after a trip to see the giant heads on Easter Island.	"Take my car—its reinforced alloyed superstructure is far superior to that of your broken-down, rusted-out shit box."	A whopping 16 present and former *SNL* cast members make appearances in the film.
IT'S PAT: THE MOVIE 1994	The character of Pat began as Julia Sweeney's attempt to imitate a man she knew, but people told her she wasn't convincing as a male.	Pat squeals "Dude (Looks Like a Lady)" in a karaoke bar.	A long, lingering shot of Pat's naked—but still sexually indeterminate—ass made more than one *Maxim* editor question his sexuality.
STUART SAVES HIS FAMILY 1995	Al Franken turned to screenwriting after losing out on hosting "Weekend Update." He turned to Senating after losing out on *Project Runway*.	"I'm not ready to see anybody. Come back later—maybe when I run out of Fig Newtons."	It's actually pretty serious; the movie is often screened for patients going through rehab.
A NIGHT AT THE ROXBURY 1998	Although the credited director is John Fortenberry, producer Amy Heckerling, who directed *Clueless*, stepped in to helm part of the film.	The best moment is wordless: The Butabi brothers slowly bob their heads in unison to elevator music.	The brothers are Yemeni—actually half Yemeni and half silicone, or whatever Loni Anderson is.
BLUES BROTHERS 2000 1998	The studio wanted a kid in the movie, so Aykroyd wrote a part for Macaulay Culkin, who was too old by the time the thing was filmed.	"Stay away from drugs, gangs, and cyberporn on the Internet and you can be president of the United States some day."	The movie screened at the Cannes Film Festival. KISSED A REAL TREE! SCHWING!
SUPERSTAR 1999	Since Molly Shannon was already 35, the producers decided to cast other oldies as her fellow high schoolers.	"Mary, you're a special girl, so special that we're going to put you in special ed."	"These movies are very cheap to make," says Shannon. "This cost maybe $14 million and it made $30 million in domestic box office."
THE LADIES MAN 2000	*The Ladies Man* originated as a voice Tim Meadows would do for his wife while he was ordering pizza.	"I have made love to many fine ladies, from the lowliest bus station skank to the classiest, most sophisticated, educated, debutante, high-society bus station skank."	The most shocking thing about this movie? It's actually pretty funny.

LIVING UP TO THE #2 IN THE TITLE

WHEN GOOD MOVIES ARE FOLLOWED BY CINE-SHIT.

CADDYSHACK II Jackie Mason hits a hole in ass in one of the worst follow-ups to one of the best movies ever made.

TEEN WOLF TOO This flick can't lick the balls of the first.

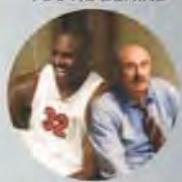
BLUES BROTHERS 2000 If Belushi weren't already dead, this would have killed him.

QUIT WHILE...

YOU'RE AHEAD

SAW
Are we going to have to trick you into cutting out your own heart to stop you from making these before you totally screw it up?

YOU'RE BEHIND



SCARY MOVIE
They stopped being funny about 20 minutes into Part 1.

COPS GONE CLICHÉ WILD!

AN ODE TO FED-UP COMMANDER-SPEAK.

BEVERLY HILLS COP (1984)
Inspector Todd: "The mayor called the chief, the chief called the deputy chief, the deputy chief just chewed my ass out! You see I don't have any bit of it left, don't you? Where in the fuck did you get a truckload of cigarettes from anyway?"

LETHAL WEAPON 2 (1989)
Capt. Murphy: "If I ran this department by the book, you guys would be relieved of duty for seven days after what happened out at the airport. Plus, three hours each of consultation with the department shrink. But I know you guys wouldn't take a suspension, and the shrink refuses to see you, Riggs, so consider yourselves lucky."

BAD BOYS II (2003)
Capt. Howard: "I can't believe you guys. Do you both wake up in the morning, call each other up: 'Good morning, Marcus.' 'Good morning, Mike.' 'How you doin'?' 'Ai'ight.' 'So how are we going to fuck up the captain's life today?' 'Gee, I don't know, I don't know...Ooh, look! Over there. Let's kill three fat people and leave them on the street!'"

SEQUEL SUCK-O-METER

There's a very fine line separating "Why the hell did they make another Indiana Jones?" from "Hooray, they rebooted and re-masculated Batman!" What makes the difference? We have no flippin' idea, but that didn't stop our team of Maxim scientists from outputting the genius below. Eat it, Einstein!

AWESOME

THE MATRIX $463 MIL
We don't know what just happened, but we love it!

JAWS $470 MIL
"We're going to need a bigger boat...to carry home this assload of profits!"

MISSION: IMPOSSIBLE $457 MIL
Why we always travel with a peelable rubber Jon Voight face.

FIRST BLOOD $125 MIL
Inspired millions of Cub Scouts to get merit badges in wild pig hunting.

BOURNE SUPREMACY $288 MIL
How many more cool nouns can we slap at the end of "Bourne"?

RAMBO III $189 MIL
"Let's have Rambo team up with those Afghan freedom fighters, the Taliban!"

X-MEN $294 MIL
More Wolverine!

WOLVERINE $370 MIL
Less Wolverine!

JAWS IV $52 MIL
So bad, costar Michael Caine didn't even watch it! (See p.88.)

THE MATRIX REVOLUTIONS $427 MIL
We don't know what just happened, and now we're just annoyed.

BATMAN FOREVER $336 MIL
"Holy ball sac, Batman!"

STAR WARS IV: A NEW HOPE $775 MIL
There's a reason we're still sleeping in C-3PO sheets.

THE LORD OF THE RINGS: THE RETURN OF THE KING $1.1 BIL
When is this Hobbits movie going to fucking end, Master Frodo?

JURASSIC PARK $914 MIL
Laura Dern's hand in triceratops shit. Hot!

INDIANA JONES AND THE KINGDOM OF THE CRYSTAL SKULL $786 MIL
To survive a nuclear blast, hide in a refrigerator.

TRANSFORMERS II $835 MIL
Suggestion for *Transformers 3*? Lose the robots...and Megan Fox's top.

SPIDER-MAN 3 $890 MIL
Emo Peter Parker's dance sequence made us weep.

THE PHANTOM MENACE $924 MIL
"How can we ruin the greatest film franchise of all?"

THE DARK KNIGHT $1 BIL
"Joker, we never talk anymore."

HARRY POTTER $5.4 BIL
"J.K.? It's Hollywood. This franchise has made over $5 billion to date. Feel like squeezing out a few more books?"

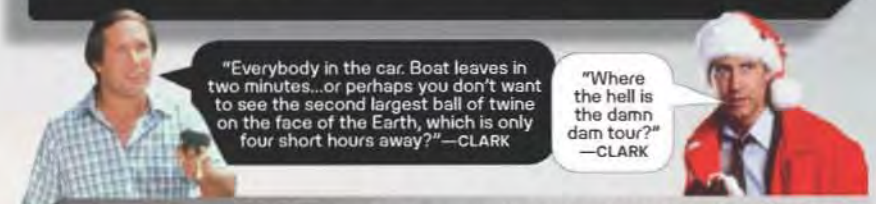
PIRATES OF THE CARIBBEAN: AT WORLD'S END $958 MIL
Does anyone else feel completely moronic that they can't follow the plot of a pirate movie?

ASSY

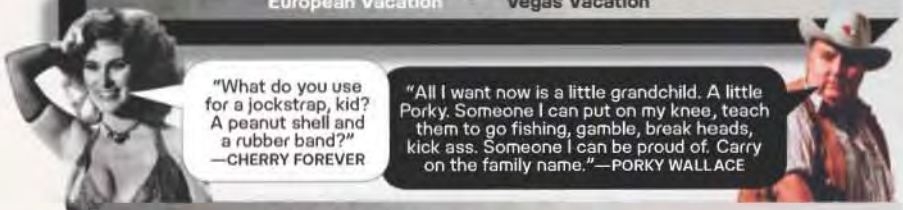
KA-CHING!

MUTHA-EFFIN' KA-CHING!

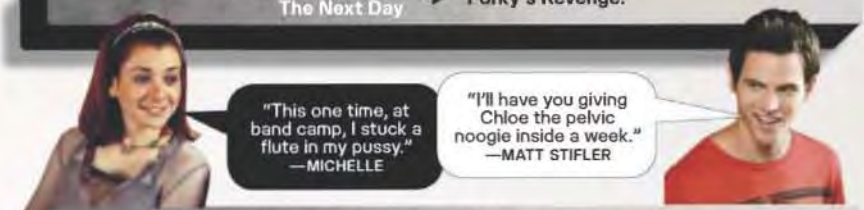
THE LAUGHS KEPT COMING! → ...UNTIL THEY STOPPED


"Everybody in the car. Boat leaves in two minutes...or perhaps you don't want to see the second largest ball of twine on the face of the Earth, which is only four short hours away?"—CLARK
"Where the hell is the damn dam tour?" —CLARK

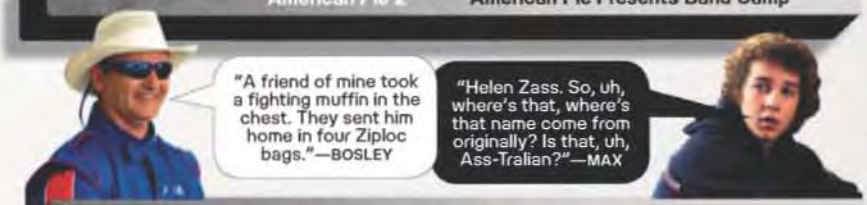
National Lampoon's Vacation, European Vacation → National Lampoon's Christmas Vacation, Vegas Vacation


"What do you use for a jockstrap, kid? A peanut shell and a rubber band?" —CHERRY FOREVER
"All I want now is a little grandchild. A little Porky. Someone I can put on my knee, teach them to go fishing, gamble, break heads, kick ass. Someone I can be proud of. Carry on the family name."—PORKY WALLACE

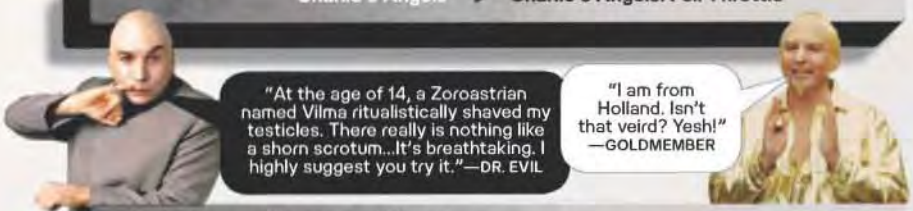
Porky's, Porky's II: The Next Day → Porky's Revenge!


"This one time, at band camp, I stuck a flute in my pussy." —MICHELLE
"I'll have you giving Chloe the pelvic noogie inside a week." —MATT STIFLER

American Pie, American Pie 2 → American Wedding, American Pie Presents Band Camp


"A friend of mine took a fighting muffin in the chest. They sent him home in four Ziploc bags."—BOSLEY
"Helen Zass. So, uh, where's that, where's that name come from originally? Is that, uh, Ass-Tralian?"—MAX

Charlie's Angels → Charlie's Angels: Full Throttle


"At the age of 14, a Zoroastrian named Vilma ritualistically shaved my testicles. There really is nothing like a shorn scrotum...It's breathtaking. I highly suggest you try it."—DR. EVIL
"I am from Holland. Isn't that veird? Yesh!" —GOLDMEMBER

Austin Powers: International Man of Mystery, The Spy Who Shagged Me → Austin Powers in Goldmember

BOYS IN THE HOOD

WHO IS THE MOST ASS-KICKING ARCHER IN ALL OF NOTTINGHAM?

ERROL FLYNN
Movie: The Adventures of Robin Hood (1938)
Provenance of England's greatest hero: Tasmania
Knocking felt boots with: Olivia De Havilland
Secret weapon: Razor-sharp wit—and facial hair
Must overcome: Testicle-restricting tights

KEVIN COSTNER
Movie: Robin Hood: Prince of Thieves (1991)
Provenance of England's greatest hero: Southern California
Knocking felt boots with: Mary Elizabeth Mastrantonio
Secret weapon: Sleep-inducing SoCal accent
Must overcome: Bryan Adams soundtrack

RUSSELL CROWE
Movie: Robin Hood (2010)
Provenance of England's greatest hero: New Zealand
Knocking felt boots with: Cate Blanchett
Secret weapon: Armor-piercing cell phone
Must overcome: Testicle-concealing belly

FILM FIGHT!

WHO'S THE BADDEST BATTLER AFTER 30 FILMS?

★ RAMBO VS. CONAN ★

Man-cleavage	Glistening	Heaving
Likes to kill	Cops and commies	Everything
Long-term goals	"Hnnnhhhhh!"	"To crush your enemies, see them driven before you, and to hear the lamentation of their women."

★ HULK VS. IRON MAN ★

Portrayed by	A computer-generated cartoon character	A former coke-head admitted bisexual
Favorite hangout	The desert	Supermodel parties
Looks good in...	Purple pants	Gwyneth Paltrow

★ FREDDY VS. JASON ★

Former job	Janitor	Camper
Weapon of choice	Lee Press-On Nails	Machete
Kills you when you go...	To sleep	In that room we've been screaming that you shouldn't go in! Moron!

MAXIM GOES TO THE MOVIES

COMING

OCEAN'S TWO

TAG LINE: Luck be a baby tonight.

PLOT SUMMARY: In this preemie prequel reboot, George Clooney, Brad Pitt, Matt Damon, and the rest of the gang lend their voices to babies planning to rob a Las Vegas baby casino, all while being chased by mean jerkface Andy Garcia. They're in over their too-large-to-hold-up-on-their-own heads.

STAY AWAY FROM MY BABY CASINO, YOU BABIES!
YIKES, WE'RE IN A LOT OF DOO-DOO.
SPEAKING OF DOO-DOO, I THINK MY DIAPER JUST HIT THE JACKPOT.

MID-THIRTIES MUTANT NINJA TURTLES

TAG LINE: Midlife crisis on the half shell

PLOT SUMMARY: In this indie feature, the turtles are reimagined as thirty-somethings with dead-end jobs. Michaelangelo must decide whether he can stop being a party dude long enough to face a harsh reality: Splinter's cancer has come back.

OLD YELLER 2: REVENGE OF THE UNDEAD DOGGIE

TAG LINE: This time you'll be the one who's yellering!

PLOT SUMMARY: After the Coates family puts down Old Yeller, they accidentally bury him in a pet cemetery that used to be an ancient Indian burial ground. Now Old Yeller is back as a zombie, and he's ready to show off his newest trick: murder!

SOON! (WE HOPE)

ATTENTION, IDEA-STARVED HOLLYWOOD PRODUCERS: MAKE ANY OF THESE FLICKS, BUST OUT YOUR CALCULATOR, AND MAIL US 10 PERCENT OF YOUR GAZILLION-DOLLAR PROFIT.

BY MICHAEL BRUMM AND FRANK LESSER
ILLUSTRATIONS BY EAMO

THE PASSION OF THE CHRIST: THE HIGH SCHOOL YEARS

TAG LINE: Jesus has risen...for a keg stand.

PLOT SUMMARY: This twist on Mel Gibson's biopic is a biblically accurate portrayal of Jesus' teenage years. Meet J.C., the new kid. He thought transferring to Jerusalem High would solve all his problems, but the King of the Jews is about to meet the King of the Jocks.

MAYBE THE MEEK SHALL INHERIT THE EARTH, BUT YOUR BUTT CRACK IS ABOUT TO INHERIT SOME UNDERWEAR. LET'S GIVE HIM A WEDGIE!
NO-O-O-O-O! FATHER, WHY HAVE YOU FORSAKEN ME?
OH, YOU'RE GONNA CALL YOUR DAD? LOOKS LIKE IT'S TIME TO TURN THE OTHER CHEEK!
GOD WOZ ERE
JUDAS RULES OK

CARMEN, IF A BOY DOESN'T ACCEPT YOU BECAUSE YOU HAVE CLOUDY URINE, THEN AT LEAST ONE THING'S CLEAR: HE'S NOT GOOD ENOUGH FOR YOU.
ENOUGH TALKING, GIRLS. LET'S DRINK OUR CRANBERRY JUICE.
I DON'T KNOW WHAT HURTS MORE, MY BROKEN HEART OR WHEN I PEE.

SISTERHOOD OF THE TRAVELING URINARY TRACT INFECTION

TAG LINE: They shared the pants, and now they're sharing something else.

PLOT SUMMARY: In this sequel the girls discover that an unwashed pair of jeans has infected them all with a scorching UTI. While seeking a cure, they discover a little bit about love, themselves...and the *E. coli* living in their urethrae.

TITANIC 2: LOVE NEVER DIES

TAG LINE: Her heart will go on, but his is barnacled.

PLOT SUMMARY: After realizing she can't live without her true love, Rose returns to the *Titanic* and fishes Jack's corpse from the icy ocean. The two then carry on their romance *Weekend at Bernie's*–style, until Jack's stench makes Rose question whether their love will indeed last forever.

OH, JACK, WILL YOU PAINT ME NUDE AGAIN? BUT FIRST, LET'S PUT SOME COLOGNE ON YOU. YOU'RE REALLY STARTING TO STINK.
SHHH! DON'T TALK, MY SWEET. OUR LOVE DOESN'T NEED WORDS. BESIDES, YOUR LIPS HAVE ROTTED OFF.

MAXIM GOES TO THE MOVIES

IronMaiden

SWEDE, BAKER, AND *IRON MAN 2* STUNNER **HELENA MATTSSON** WILL TORTURE YOU WITH HOTNESS. PREPARE TO SUBMIT!

BY JESSE BRUKMAN

PHOTOGRAPHS BY KAYT JONES

We all know the Hollywood fairy tale: Girl leaves everything behind and moves to Los Angeles, girl becomes a megastar overnight, girl turns into a paparazzi-baiting party monster. Meet the woman who lives the legend (except the party monster part, thank God), 26-year-old Helena Mattsson. This *Iron Man 2* babe—and admitted homebody—is our newest Tinseltown dream come true. Here's her story.

Tell us how you ended up in America.
Growing up in Sweden, I decided pretty early on that I wanted to go to acting school. I continued my studies in London to learn English. And I was all set to start working on a cruise ship as a dancer, but I faked an injury at the last minute, took my backpack, and moved to L.A.

Sounds pretty ballsy.
And I only brought one set of clothes with me! I was in L.A. for two weeks getting called back to auditions with the same shirt on every day. And it was highly recognizable, a pink shirt that said, IT'S YOUR LUCKY DAY.

And they actually gave you the job?
When the producers called, they told me, "Hey, guess what? It *is* your lucky day."

You can probably buy a lot of shirts with your *Iron Man* money. Tell us about your character, Rebecca.
She's a fun, free-spirited, loud, tough girl who loves to party. I can't really say much more. I'm not allowed to reveal too much.

Really?
Yes! They're being very strict.

What was it like working with Robert Downey Jr.?
Surreal. Most of the movie was basically improvised. So there was no way to prepare, and there were no warnings if he was just going to run with it and do something crazy.

Speaking of crazy, how was the culture shock moving from Sweden to L.A.?
It was a big change. I didn't know a soul when I got here, and

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I didn't drive. I ended up walking to McDonald's every day.

While wearing the same shirt?
Yeah, pretty much! I've learned a lot since then.

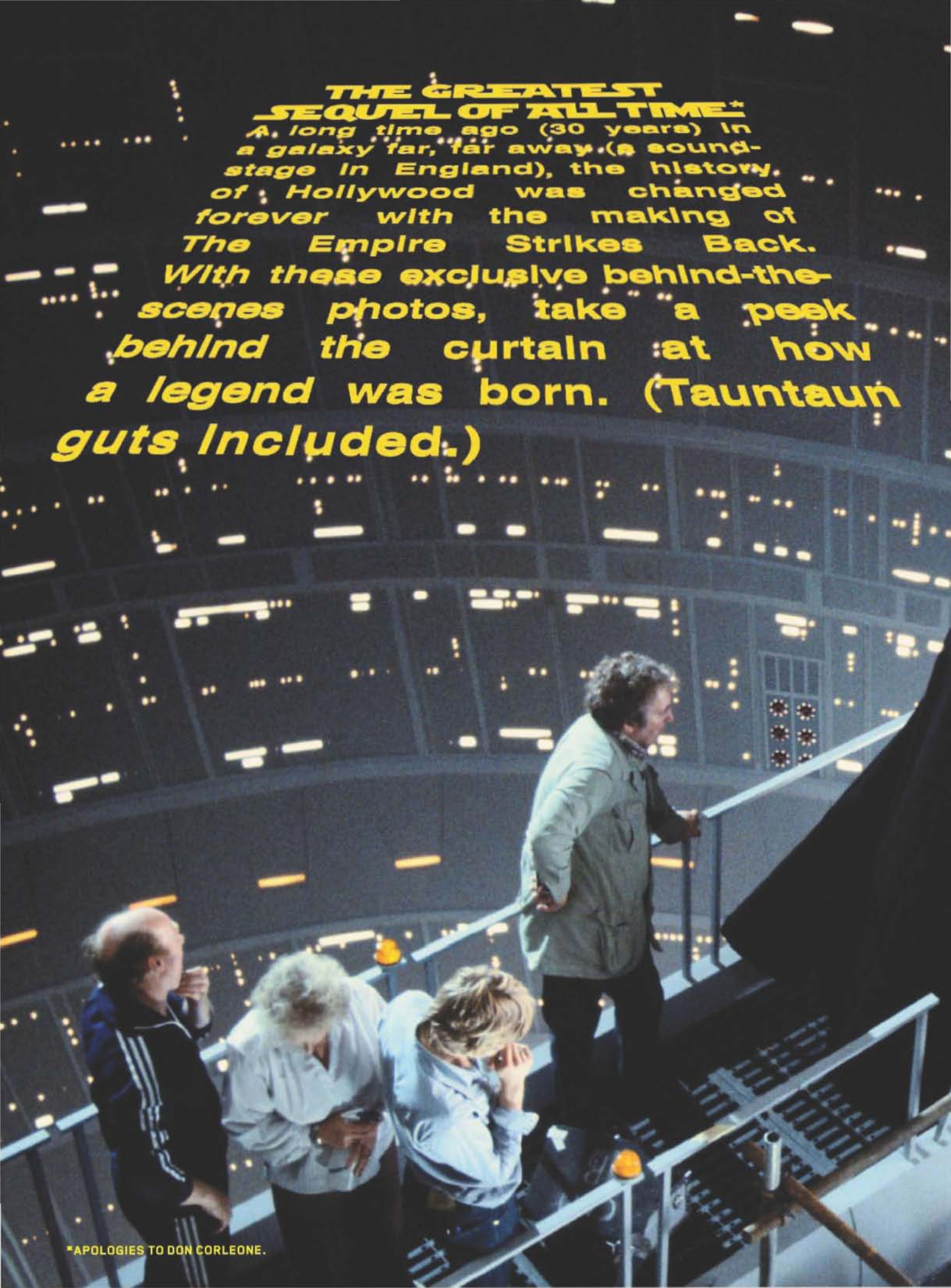
Have you gotten into the wild Hollywood party scene?
I'm a bit boring when it comes to that. I just love to bake chocolate cakes and anything unhealthy. It makes me very popular. Though I don't know if I could bring them to the set—actors worry about the carbs.

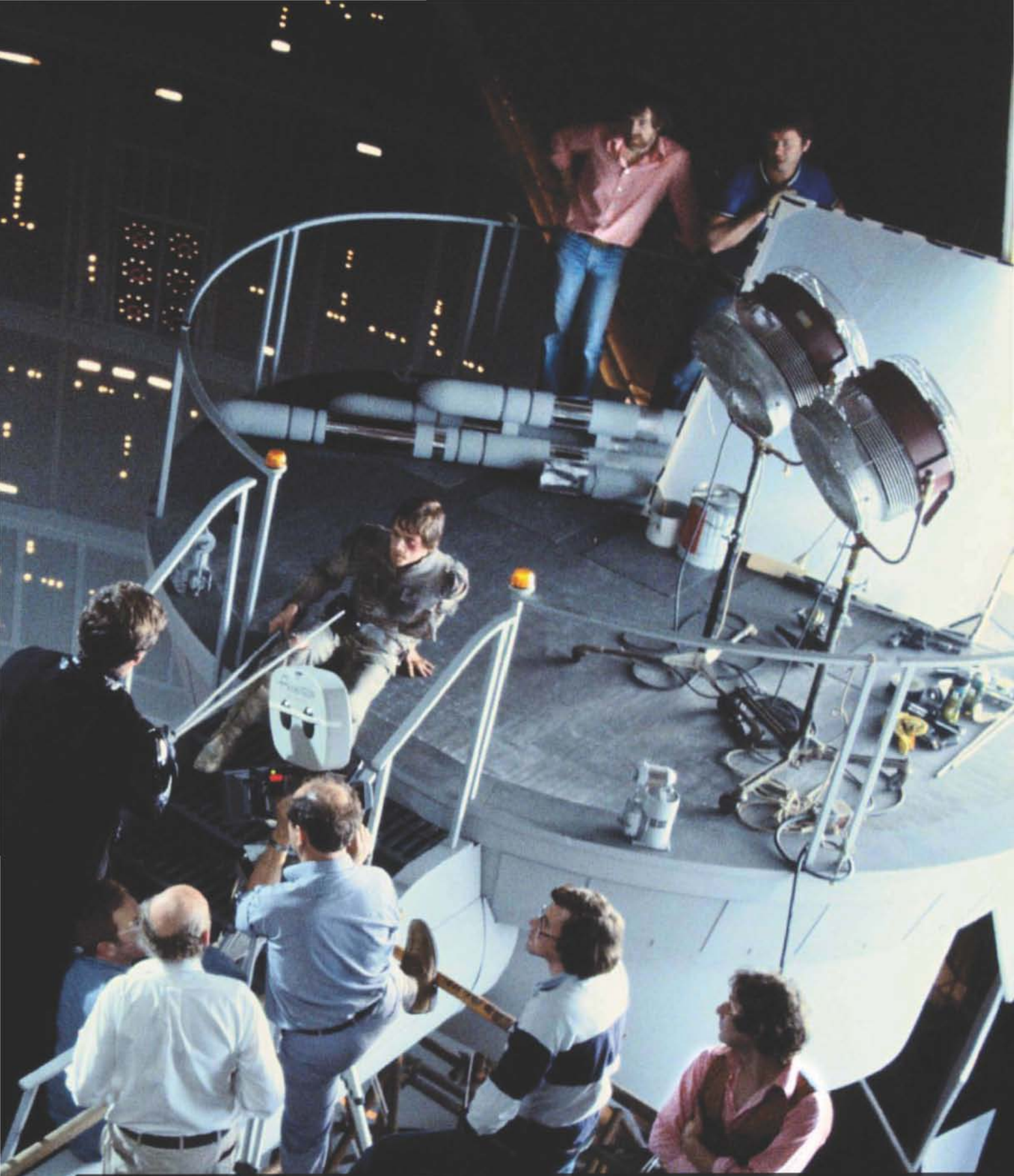
We're sure your fans would appreciate some home-cooked goodies!
Yeah, maybe that's what I should do. And they wouldn't be weirded out at all... getting a brownie...in the mail. But I do read all my fan letters.

Are you on Facebook?
I'm figuring it out. I don't really know how to use it yet.

Can we be Facebook friends?
Of course! You'll be, like, my third friend. ●

p.74 **Stella McCartney** top, **Dolce & Gabbana** panties. p.76 **Plein Sud** bra and panties. p.77 **Agent Provocateur** bra and panties


THE GREATEST SEQUEL OF ALL TIME*
A long time ago (30 years) in a galaxy far, far away (a sound-stage in England), the history of Hollywood was changed forever with the making of The Empire Strikes Back. With these exclusive behind-the-scenes photos, take a peek behind the curtain at how a legend was born. (Tauntaun guts included.)
*APOLOGIES TO DON CORLEONE.



KEEPING VADER IN THE DARK: By the summer of 1978, a year after *Star Wars* had stormed the cineplex, work on its sequel had reached a crossroads as the crew set out to shoot what would become one of the most memorable moments in movie history: the confrontation between Darth Vader (David Prowse) and Luke Skywalker (Mark Hamill), which saw the immortal words, "I am your father." • "At the time we filmed *Star Wars*, I had no idea that Darth Vader was my father," recalls Hamill. Now, in the bowels of Cloud City, the truth would be revealed. • But no one bothered to tell the guy in the Darth costume. "I am responsible for more leaks of information on this picture than anybody," says Prowse of his inability to keep a secret. • "They gave David pages of dummy scripts," says Hamill. "He was saying lines I knew were not real. But he didn't know." • Because James Earl Jones provided the voice of Vader, Prowse wouldn't discover he was actually Luke's father until the film's premiere. "I felt ridiculous," says Prowse. "I thought I was saying one thing, and here they have me saying another."

DAVID PROWSE AS DARTH VADER AND MARK HAMILL AS LUKE BATTLE IT OUT ON A DEATHSTAR SOUNDSTAGE IN LONDON.

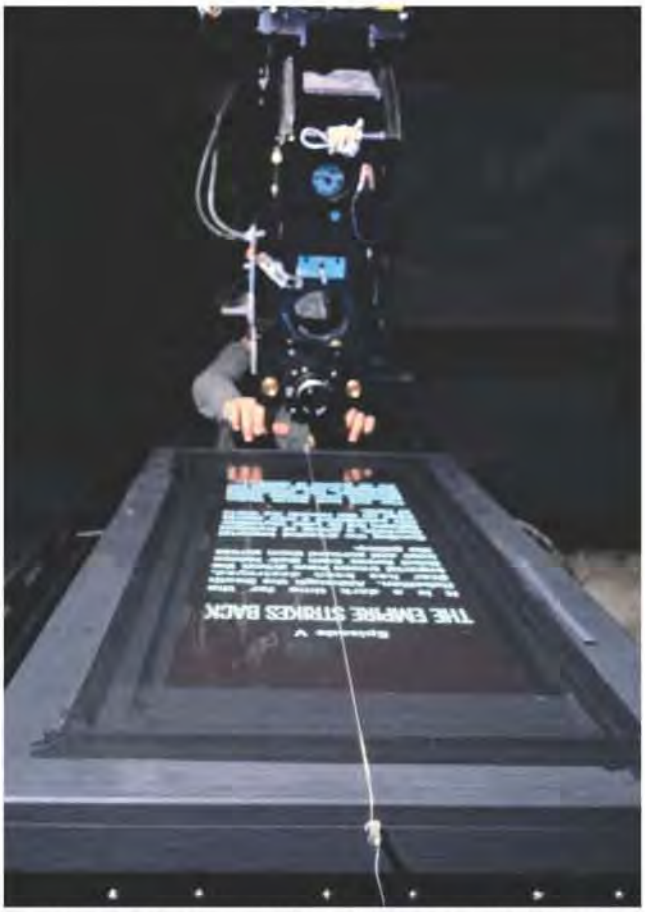
MAXIM GOES TO THE MOVIES

THE RETURN OF HAN SOLO: To film the sequence on the ice planet Hoth, the crew decamped to the subarctic landscape of Finse, Norway, which was hit with its worst winter in a century. Production was rapidly falling behind schedule, and there was some question if Harrison Ford could even get to the set. • "We called London and told Harrison to get packed and on the plane that afternoon," says producer Gary Kurtz. "But by the time he got to Oslo, we'd had three avalanches on the railroad line and we were cut off. No one could get in or out." • By train and taxi, Ford eventually reached Ustaoset, 23 miles from Finse. That's where the snowplow found him. "The only way we could get the guy to drive the snowplow train was to send a bottle of vodka," recalls associate producer Jim Bloom. "I remember vividly at, like, 11:30 or midnight, the snowplow coming back into Finse. The snowplow engine was grinding up the tracks, and then Harrison, the snowplow driver, and this Australian location manager all rolled off the train totally drunk from having finished off this big bottle of vodka." It was an auspicious start. • With Ford on set, the crew could capture the blossoming romance between his Han Solo and Carrie Fisher's Princess Leia, which would reach its culmination when Leia professes her love for the doomed Han, and he responds with one of the most unexpected–and badass–lines in movie history: "I know." • "The original line was, 'I love you, too,'" says Ford. "But that laugh opens you up emotionally. There's no other emotional outlet in that scene. The kiss, as the princess and I are pulled back, is visually strong." • "He's very good at kissing," says Fisher. "But he doesn't like screen kissing, and, right before, he told me he'd done a screen kiss where he'd put oysters in his mouth and slipped them to the other person."

For more information on **THE MAKING OF THE EMPIRE STRIKES BACK** (Del Rey/LucasBooks, October 2010), visit read starwars.com.

CARRIE FISHER AND HARRISON FORD CLOWN AROUND ON THE HOTH SET.

FORD TAKES THE WHEEL DURING THE DIFFICULT NORWAY SHOOT.



A TECHNICIAN FILMS *EMPIRE*'S ICONIC OPENING SCROLL BACK IN CALIFORNIA.

BOBA FETT POSES FOR A GLAMOUR SHOT. THE SUIT WAS ORIGINALLY WHITE.

DIRECTOR IRVIN KERSHNER ATTEMPTS TO DISPOSE OF STAR MARK HAMILL.

PLAGUED BY ILLNESS THROUGHOUT FILMING, FISHER CATCHES SOME SHUTEYE.

MEET THE BOUNTY HUNTER: Despite the difficulties of the shoot in Norway, anticipation for the movie was building steam. During the 1978 *Star Wars Holiday Special,* fans got a first look at a character who would go on to become one of the most beloved antiheroes in the geek pantheon: Boba Fett, the jet-packed rogue modeled on Clint Eastwood's Man With No Name. • "Darth Vader started as a kind of intergalactic bounty hunter in a space suit and evolved into a more grotesque knight," recalls George Lucas. "The Boba Fett character is really an early version of Darth Vader." As footage piled up, so did the on-set problems for director Irvin Kershner. Fisher, for instance, was constantly beset by poor health, often of her own making. "At one point I only weighed about 85 pounds, because we were working 12 hours a day," she says. But the real problem was that Fisher, as she would later write, was continuing a pattern of taking "hallucinogens and painkillers. Mind expanders and painkillers. (Though over time and protracted use, they became mind relievers and pain expanders—a place where everything hurt and nothing made sense.)" • Hamill had his own concerns, including exhaustion, a snakebite, and the birth of his first child. "There were lots of times when you'd say to yourself, 'I don't care. I hate this movie and everyone in it. I just want to go home,'" he recalls. ➤➤

GREETINGS FROM THE DAGOBAH SYSTEM: The final stage of principal photography took place on a soundstage in London, where the crew set about to create the bog planet Dagobah, requiring 112 tons of plaster, 24 trees at five tons apiece, and a swamp filled with live insects. It was here that Luke would receive his instruction in the ways of the Force, under the tutelage of one extremely peculiar, syntax-challenged Jedi master, whom Lucas described as "a withered old space creature." • Yoda's big moment would come with his final line of the movie. In a revelation that would spark cafeteria table debates at middle schools across the country, Yoda, controlled and voiced by puppeteer Frank Oz, tells Obi-Wan Kenobi that if Luke fails to save the Empire from the Dark Side, there is "another" who might succeed. • By May 21, 1980, *Empire*—wildly overbudget—would premiere to a restless fan base. To make a profit, the film would have to earn more than $57,158,514. To date it's made $538 million. • Of course, Lucas was going to provide them with an Episode VI three years later, which would finally reveal Leia's identity as Yoda's cryptic "other." Interviewed on *The David Letterman Show* in October 1980, famed science-fiction writer Isaac Asimov exclaimed, "I enjoyed *The Empire Strikes Back* so much that when they finished it, I jumped up on my seat and yelled, 'Start the third part!' I figure at the rate they're going, they'll do the last one after I'm dead." Asimov passed away in 1992, 13 years before the *Star Wars* saga drew to a close. •

R2-D2, FRANK OZ (WITH YODA), IRVIN KERSHNER, AND GEORGE LUCAS ON THE DAGOBAH SET

MAXIM GOES TO THE MOVIES

SUMMER MOVIE SMACKDOWN

What do a drugged-up rock star, a sexy doctor/cheerleader, and an alloy-loving billionaire have in common? Peep Maxim's Guide to Summer's Multiplex Madness—chock-full of insider info—to find out!

ROBIN HOOD — MAY 14

The beauty of the Robin Hood legend is that there's flexibility with the time period it is set in. Director **Ridley Scott** chooses post-Crusades, when King John is tax-happy and a humble archer (**Russell Crowe**) becomes a tights-clad hero. Well, not quite. "I can't see him in tights," jokes Scott. "When he was still heavy from *Body of Lies*, I sent a pair with a note: 'You've got to be able to wear these!'"

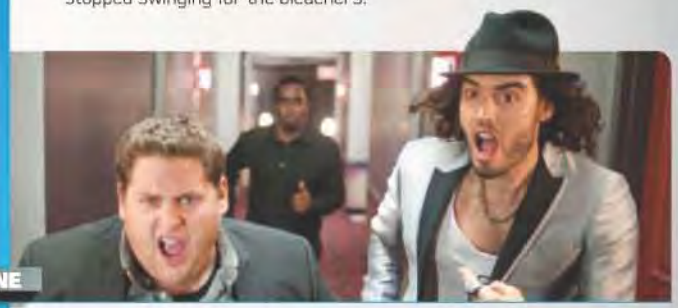
THE A-TEAM — JUNE 11

When you think of Murdock, the A-Team's vaguely insane, Southern-fried pilot, a South African stage actor may not come to mind. But *District 9*'s **Sharlto Copley** was made for the role. "*The A-Team* was my favorite show," he says. Expect less '80s camp in the big-screen adventures of Murdock, Hannibal (**Liam Neeson**), Face-man (**Bradley Cooper**), and B.A. Baracus (**Rampage Jackson**). Says Copley, "You actually believe Murdock would shoot someone in the head."

MAY

IRON MAN 2 — MAY 7

Even though hard-partying billionaire Tony Stark's (**Robert Downey Jr.**) crime-fighting technology has brought world peace, it's time for our hero to be humbled. Whether it's Whiplash (**Mickey Rourke**) smashing his car in half or Black Widow (**Scarlett Johansson**) infiltrating his inner sanctum, Stark definitely has his hands full. Good thing the cast was up for it. "Our standards were so high that it was really a grind getting it right," says Downey. "But we never stopped swinging for the bleachers."



JUNE

GET HIM TO THE GREEK — JUNE 4

Forgetting Sarah Marshall rocker Aldous Snow (**Russell Brand**) is back, and record company lackey Aaron Green (**Jonah Hill**, not reprising his *FSM* role) must get this force of nature and narcotics from London to L.A.'s Greek Theatre. So it has two *FSM* actors but it's not a sequel? "I had this funny idea, and Russell needed to play the rock star," says writer-director **Nicholas Stoller** of spinning off the character. "So instead of being called lazy, I figured I'd own my laziness."

GROWN UPS — JUNE 25

Getting **Adam Sandler**, **Kevin James**, **Chris Rock**, **Rob Schneider**, and **David Spade** to behave can be rough, but director **Dennis Dugan** isn't complaining. "The idea is basically to shout, 'Action!' then duck." But there *is* a script, centering on a rich Beverly Hills agent (Sandler) who drags his spoiled-brat kids on a reunion with his childhood buddies. In other words, it's less angsty than *Funny People* and more of what Sandler does best. Says Dugan, "Nobody dies! I promise!"

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JULY

The plot of **Chris Nolan**'s latest thriller is so surreal, neither the director nor the stars, **Leonardo DiCaprio** and **Joseph Gordon-Levitt**, will even try to explain it. But Gordon-Levitt confirms that for all the jaw-dropping effects, there's old-fashioned ass-kicking, too. "The coolest stuff had no digital elements," he says. "It was me and a bunch of stunt guys sweating our balls off."

INCEPTION — JULY 16

SALT — JULY 23

Chiwetel Ejiofor would have done more research for his role as a CIA officer...if the CIA had let him. "You can't go into Langley unless you have an American passport," explains the Brit. "I guess I get where they're coming from." When his colleague Evelyn Salt (**Angelina Jolie**) is accused of being a Russian spy and sets out to clear her name, it's up to Peabody (Ejiofor) to figure out what's going on. That means lots of being baffled and watching Angelina have all the fun. "I ran around New York and D.C., but she got all the jumping off helicopters and bridges," he laments.

DINNER FOR SCHMUCKS — JULY 23

Dinner for Schmucks is just how it sounds: "Businessmen invite oddballs to a monthly dinner and decide who brought the best idiot," explains director **Jay Roach**. So imagine how psyched Tim Conrad (**Paul Rudd**) is when he meets the ultimate schmuck (**Steve Carell**). As for the chemistry? "These are some of the best improv people I've worked with," says Roach. "I turned the cameras on and let 'em roll."

AUGUST

THE EXPENDABLES — AUGUST 13

Action fans are geeking out over the story of Barney Ross (**Sylvester Stallone**) and his team of mercenaries (including **Jason Statham**, **Jet Li**, and **Dolph Lundgren**), hired to topple a South American dictator. With a cast of action gods–plus cameos from **Mickey Rourke**, **Bruce Willis**, and **Arnold Schwarzenegger**–director Stallone didn't rely on effects. "I'd say, 'OK, Steve Austin, go over there and punch Randy Couture in the face. I'll get attacked by Jet Li.' It was DIY action."

THE OTHER GUYS — AUGUST 6

"*Anchorman* is my *Gone With the Wind*," says **Eva Mendes**. "I've seen it about 30 times. It's pathetic." No wonder she wanted to work with **Will Ferrell** and director **Adam McKay**. Mendes plays the impossibly perfect Sheila Gamble–doctor by day, Knicks cheerleader by night–who is absurdly in love with her NYPD detective husband, Allen (Ferrell). He'll need all the support he can get, because he and his trigger-happy partner (**Mark Wahlberg**) will get a chance to prove they're the city's top cops. Not only did Mendes take to all the improv, but she held her own in a cast that also includes **Samuel L. Jackson** and **Dwayne Johnson**. "I can definitely hang with the boys!" says Mendes. "If they have a dirty joke, I have a dirtier one."

SEPTEMBER

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ICON

BY MARIA FONTOURA
PHOTOGRAPH BY TERRY O'NEILL

Michael Caine

He's Batman's butler and a British legend who has appeared in nearly 150 films—and he has no intention of laying down his sword.

Your latest film, *Harry Brown*, about a man who takes the law into his own hands in one of London's roughest neighborhoods, was filmed where you grew up. What was it like to go back home?
The neighborhood is a council estate, what you'd call the projects in America. It was always tough, but it had gotten so much worse than I remembered. I was a gang guy when I lived there, but we didn't have drugs and guns. Anytime we got in trouble, it was because we drank too much. Now it's so much more lethal.

Brown is a former Royal Marine who uses his combat training to take down young thugs. Did your experience fighting in the Korean War kick in during those scenes?
Oh, yeah! It came in very handy. I mean, I'm 77 years old, and I was a soldier from 18 to 20. But it does come back to you.

Did you get in fistfights in your day?
God, yes. My entire youth was a fistfight.

What's the most important thing to remember when brawling?
Don't fight anyone bigger than you. It's common sense, but people take on a big guy and think they're gonna win 'cause they've had a judo lesson.

You've made so many movies. Have you ever forgotten about one?
Yeah! I'm writing my autobiography, and there are several that I've had to look up because they were so bloody awful. I type "Michael Caine films" into Google.

What's the worst movie you've made?
Probably *The Swarm*.

So your killer-bee disaster flick was worse than *Jaws: The Revenge*?
Well, I don't count that, because I wasn't the star; I only worked on it for 10 days out of 60. That would be like me saying, "*Batman* was a great success because of my playing the butler."

Many of your films have been remade over the years, like *Get Carter*, *The Italian Job*, and *Sleuth*. Have any topped the original?
None of them. I don't understand why no one remakes the flops. I made a very successful film, *Dirty Rotten Scoundrels*, from a terrible flop starring Marlon Brando called *Bedtime Story*. And it was the funniest comedy I ever made.

You played one of the greatest womanizers of all time in *Alfie*. Did you relate to the character?
No, because he was a lot dumber than me and knew less than I did about women. He used women in a way that I wouldn't. I mean, he used to go see a girl because she had a dry cleaning shop and he could get his suits done for nothing. I would never do that. I only ever dealt in romance.

What's the most important thing you've learned about women?
The most important thing men should realize is: You don't know anything.

What did you think of your *Batman* costar Christian Bale's outburst on the *Terminator* set last year?
I was stunned. I've never heard Chris swear, I've never heard him shout. He must've had a lot of provocation. I can imagine me doing that, but not him.

You're a hothead?
I used to lose my temper all the time. Then I worked with [writer-director] James Clavell on a picture called *The Last Valley*. One day I lost it—just like Christian did—and James took me into his dressing room for a cup of tea. He taught me that you should never show anger, because you lose face. I've never lost my temper on a movie set again. I'll just smile and wave at you...and then on the way home I'll have you smashed to the ground.

Have you received any more priceless advice over the years?
John Wayne once told me never to wear suede shoes, and when I asked him why, he said, "Because you'll be in the john taking a pee, and the guy next to you is gonna recognize you. And he's gonna turn to you and say, 'Michael Caine!' And he'll be peein' all over your shoes."

"I WAS A GANG GUY GROWING UP. MY ENTIRE YOUTH WAS A FISTFIGHT."

You'll be appearing in Christopher Nolan's *Inception* later this year. We've seen the trailer, but we have no idea what's going on.
I don't think you're going to until the end. Chris is in control of what you think. You know things when he wants you to. I think he's one of the greatest directors in the world, frankly.

Is Nolan a control freak?
He's secretive. When he offered me the part of the butler in *Batman Begins*, he asked if I'd like to read the script. He lived near me in England and said, "I'll bring it over." When he arrived, I said, "Thank you very much," and went to shut the door, and he said, "I want it back." So I had to read it while he waited!

What do you like to do when you aren't working?
I'm a Google fiend. I've had an insatiable curiosity all my life, so Google is the best thing to happen to me. I know everything now.

Do you see yourself ever retiring?
No. My theory is, the movie business retires you. There won't be any fanfare or announcement. I'll just fade away like the old soldier I am. ●

STYLING BY MARY-ANNA KEARNEY; HAIR BY PAUL EDMONDS; MAKEUP BY ANTONIA RUDEBECK

STIMULUS PLAN

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BY JESSE WILL PHOTOGRAPHS BY TOM CORBETT

MAXIM
GOES TO THE
MOVIES

p.90 **Carla Dawn Behrle/Behrle NYC** kimono and belt, **Vintage Eres** bodysuit. p.91 **Trashy.com** corset, **Nancy Ganz** panties, **Manolo Blahnik** boots. p.92 (top) **Bebe** dress, **Ruthie Davis** shoes, **Bittersweets New York** necklace. p.93 **Birthday Suit** cat suit, **Victoria's Secret** bra.

HERE'S A TIP: SET YOUR TIVO TO RECORD *WHITE COLLAR*—AND EVERY OTHER SHOW IN WHICH THE STUNNING NATALIE MORALES APPEARS. OUR DVR CAN'T GET ENOUGH OF THE *WALL STREET: MONEY NEVER SLEEPS* BEAUTY BURNING UP THESE PAGES. IT MIGHT BE THE MIAMI-BRED STARLET'S QUIRKY CHARM, OR MAYBE IT'S THE CAT SUIT. EITHER WAY, WE WANT TO SEE MORE OF NATALIE. SOON.

Let's start with a sexy question: What's your take on TARP and the huge executive bonuses endemic to the financial industry?
Well, I suppose everybody hates rich bankers, but most people secretly wouldn't mind being one of them, right?

Correct! Did your role teach you any Wall Street secrets?
Not really. I play the office bitch, a go-getter type, and I kind of get into a fight. I will take you down to get to the top! I like playing evil characters, but I'm not like that, really.

You're kind of a geek at heart, right? For instance, you've been featured in a comic book, and on your Twitter account, @nataliemorales, you tweet about everything from TV theme songs to typography to the latest gadgets.
I don't know if I would say "geek," but, yeah, I guess I've always had a penchant for James Bond–type gadgetry. I just spent three months setting up my Slingbox. And, yes, I am a font whore. I design my own fonts. I guess you could call that geeky. Twitter is fun, though. I think half the people following me are just my friends, and the other half are fans of my old TV show, *The Middleman*.

Do you spend a lot of time in Miami, your hometown?
Miami is cool, but I feel like a black sheep when I'm there. I don't know the hip places to go. I just hang out with my friends and drink and talk or do karaoke.

What's your go-to song?
Probably "You Make My Dreams," by Hall & Oates. It's a great combination of fantastic and cheesy. I've learned to choreograph a little dance to fill the nonsinging parts.

What kind of work have you done besides acting?
Oh, man, I've had 100 weird jobs. I've done everything from being an elementary school teacher to selling mattresses on Craigslist. I've sold cigars, I've owned my own mortgage company.

Have you ever had a sexy liaison in the workplace?
Yes! I worked at an educational supply store—yet another sexy job! I made out with my boss in the supply closet, surrounded by workbooks and stuff. It was awesome. I love making out in secret, the kind of making out where somebody could walk in on you at any time.

Did you tell your mother about being in *Maxim*?
I did. She went to the newsstand to find it, then she called me and said, "Natalie, I saw a man who was almost completely naked, dressed in a thong. What is this?" And I said, "Mom, you're looking at *Magnum*. Wrong magazine. I'm not doing gay porn." ●

STYLING, EMMA PRITCHARD AT BA-REPS.COM; HAIR, RIAD AZAR USING L'ORÉAL PROFESSIONAL/CREATIVE MANAGEMENT AT MC2; MAKEUP, KIM BOWER FOR MAKEUP FOREVER AT EXCLUSIVE ARTISTS

MAXIM GOES TO THE MOVIES

CAPTAIN MARVEL

JON FAVREAU,
THE MAN WHO MADE *IRON MAN* FLY,
HAS PLAYED A SWINGER, A CAGE FIGHTER, AND A CARTOON BOUNTY HUNTER.
OFFSCREEN HE'S A WRITER, A DIRECTOR, AND A HOLLYWOOD POWER PLAYER.
IS THERE ANYTHING HE CAN'T DO?

BY NEAL POLLACK
PHOTOGRAPH BY CHRIS MCPHERSON

AT LUNCHTIME ON A RECENT WEDNESDAY AFTERNOON, JON FAVREAU—*Iron Man*'s director, executive producer, and chauffeur—sits in a sound-editing room toward the back of the Fox lot in West L.A., listening carefully as an AC/DC song blares at a level usually reserved for a headbanger's Trans Am. Next to him a sound editor flicks buttons and turns dials. On the screen Robert Downey Jr., as Iron Man's alter ego, Tony Stark, plays with his own high-tech toys in a much more stylish, brightly lit lair.

"Sounds good," Favreau says to the editor. "What's that called?"

"'Borrowed Time,'" she says.

Favreau feels like he's on borrowed time himself. *Iron Man 2* opens in about two months, on May 7, but there are still hundreds of people working frantically to get it ready. According to Don Cheadle, one of *IM2*'s costars, the movie will arrive in theaters "dripping wet." Despite the looming deadline, no detail is ignored, and since there are already a dozen AC/DC numbers on the movie's soundtrack, Favreau has the editor put something else on, another pummeling hard rock song.

"What is this?" he asks.

"'Los Angeles' by X."

"Is it a cool song?"

"One of the coolest."

He seems satisfied with that but, just in case, has the sound editor cue up a Ramones B-side he likes. And if that doesn't work, he tells her, put an Iggy Pop song in the rotation.

Unlike Tony Stark's gleaming industrial headquarters, these are temporary offices for Favreau and his team. The lighting resembles that of a hotel conference center, albeit one stocked with monitors, blinking consoles, and flashing lights. An army of special-effects and sound-tech specialists scurry around like protocol droids or clack away at their keyboards like Starfleet ensigns. Favreau, wearing a neatly pressed striped shirt and jeans, moves through it all with serene confidence, like the veteran captain of a submarine.

"Beneath Jon's calm exterior lies the heart and soul of the guy who wrote *Swingers*," says Downey. "And he's transitioned into directing, which isn't easy at all. Ten years ago you wouldn't have called him the most likely candidate to pull that off. It's quite a triumph."

The first *Iron Man* movie told the story of Stark as he transitions from rakish billionaire playboy, scientific genius, and international arms dealer to rakish billionaire playboy, scientific genius, and international superhero. The movie ends when Stark reveals his secret identity to the world. For the sequel Downey returns, as does Gwyneth Paltrow as his loyal assistant, Virginia "Pepper" Potts. Cheadle takes over for Terrence Howard as James "Rhodey" Rhodes, Stark's best friend and personal pilot. The new members of the cast are a roll call of eccentric talent, including Mickey Rourke as the Russian villain Whiplash, Sam Rockwell as the head of a rival weapons company, and Scarlett Johansson as Natasha, Stark's new assistant, who may just be an agent provocateur. The plot specifics remain as guarded as Stark Industries' arc reactor technology, but in essence *IM2* goes like this: With his secret identity now public, Stark finds himself seduced by the temptations of international ▶▶

mega-celebrity and unlimited power. As Favreau puts it, "He's like the U.S. after we got the bomb."

When Favreau took the helm of *Iron Man*, in 2006, it had no script. Marvel was an independent studio without a track record. Now he's in charge of a billion-dollar franchise (see sidebar). Not that anyone seems too worried. "What he learns on a daily basis is fuel for him," says Matthew Libatique, Favreau's cinematographer on both *Iron Man* movies. "It's ammunition. From terminology to technique, he's really got his eye on the ball."

As Favreau sits in the editing suite, one of his sound-effects guys appears in the doorway with a question about Mickey Rourke's gnarly electric whips. They make "the signature sound of the movie," the sound guy explains. "It's our lightsaber."

There needs to be a thunder crack under the music, Favreau says. Right now it seems a little overcooked. It should be "just one layer, TIE Fighter–style."

And why not? These days it's likely that Favreau, an inveterate *Star Wars* nerd, will find himself mixing at Skywalker Sound or doing effects at Industrial Light & Magic. Once he was at the Kurosawa sound stage, and George Lucas walked through with some visitors. He and Favreau fell into a long conversation.

"Here I am, discussing *Star Wars* with George Lucas," he says. "I used to have the same conversations with my friends in a diner."

FAVREAU WAS BORN IN QUEENS, THE ONLY CHILD OF TWO SCHOOL-teachers. A sci-fi geek and movie buff, he attended Bronx High School of Science, one of the best public schools in the country. While there he was in the drama club, appearing in *Guys and Dolls*, and worked as an usher at the RKO Keith's, which allowed him to watch movies like *Return of the Jedi* over and over again. It was not, he insists, some kind of *Cinema Paradiso* experience. "There was no avuncular projectionist who was going to teach me the magic of romance," he says. "It was mostly me keeping people from breaking in the back door."

Favreau briefly attended Queens College, but left in 1987 when a friend's father hired him as his assistant at Bear Stearns on Wall Street during the height of the "Greed is good" era. It didn't take. "What struck me was how hard people have to work," he says. "Fifty weeks on to get two off. I appreciated the opportunity, but it was a grind." Favreau gave his two weeks' notice, and a week later the market crashed. He got out just in time.

Feeling directionless, Favreau took the N.Y.C. firefighter's exam but didn't get called in. Finally, he bought a motorcycle with the idea to ride cross country. Stopping in Chicago, he went to see a show at the Second City, where up-and-coming comics such as Mike Myers and Chris Farley were performing. He thought he'd found his destiny.

For four years Favreau lived the life of an itinerant comic actor in Chicago, where improv shows are as ubiquitous as Polish hot dogs. He tore tickets, bartended, and formed troupes with friends. But his big dream, to get onstage at the Second City, just wasn't happening. Then, in what he still describes as the biggest break of his life, he attended an open Chicago casting call for a little football movie called *Rudy* and won a role as the hero's dumpy, nerdy tutor. On the set he met a Chicago-bred bit player named Vince Vaughn,

Favreau on the *Iron Man 2* set with Robert Downey Jr., Don Cheadle, and some badass armor. Cheadle replaces Terrence Howard as Iron Man's sidekick, Rhodey.

and they became fast friends. After *Rudy* wrapped, the two of them headed to L.A. together. "He'd been in L.A. since high school," Favreau says. "He knew the lay of the land. I'm the kind of guy who will stay home most of the time. He took me on adventures."

Favreau got an agent, and then...nothing.

"I thought, You star in a movie and you're set," he says. "But you're not. I was getting residual checks, so I wasn't required to work to pay the bills, but I also hadn't made it yet. I was in a weird limbo."

Out of that limbo came Favreau's script for *Swingers*. The autobiographical story of feckless faux–Rat Pack Hollywood twentysomething actors was made on a budget of $200,000. Vaughn was instantly catapulted into leading man territory, landing a major role in *The Lost World: Jurassic Park*. Favreau ended up with six weeks of work on *Friends* as Monica's millionaire cage-fighting boyfriend. He kept working wherever he could, playing himself on *The Sopranos*, hosting a talk show called *Dinner for Five*, and starring as the boxer Rocky Marciano in a made-for-TV biopic. He directed his first film, 2001's *Made*, from a script he'd written. If nothing else, Favreau displayed rare geek-to-lunkhead range, which served him well. And having added writer and director to his résumé, he was beginning to make a name for himself in Hollywood as a potential triple threat.

Soon after *Made* was released, Will Ferrell, who'd been a star on *Saturday Night Live* but hadn't yet broken his movie career, sent Favreau a script for a holiday comedy called *Elf*. When it got the green light, Favreau was tapped to direct. "It was a modest project," he says. "Not seen as a sure thing by any stretch." Halfway through shooting, *Old School* opened. Suddenly Will Ferrell was a movie star, and Favreau found himself at the helm of a major studio comedy. Meanwhile, important eyes were watching.

For years Marvel had been making left-field directing choices, tabbing *Evil Dead*'s Sam Raimi to do *Spider-Man* and *The Usual Suspects*' Bryan Singer to lead the *X-Men* franchise. But Favreau still seemed like an odd selection to head the studio's first tent-pole picture for its new alliance with Paramount. "We have the technicians who know how to blow up the cars," says Kevin Feige, president of Marvel Studios. "What you want in your director isn't necessarily technical expertise. It's taste, and it's tone, and *Elf* is a triumph of taste and tone. There's a reason everyone watches it every Christmas."

Favreau's career as an actor has seen him star in (and write) *Swingers* with Vince Vaughn in 1996, as well as play boxer Rocky Marciano in 1999 and Kristin Davis' husband in last year's *Couples Retreat*, which he cowrote with Vaughn. He hit the big time as a director with Will Ferrell's *Elf* in 2003.

The director blows off some steam in the ring with his star. Downey describes their relationship as "homeostatic." Not that there's anything wrong with that.

The key to *Iron Man*'s success, beyond Favreau's ability to satisfy both hardcore comic book fans and the general moviegoing public, was his insistence on casting Robert Downey Jr. in the lead role. The actor was just reemerging from 20 years of legendarily bad behavior that had included a one-year prison term. Marvel said no way; Downey was virtually uninsurable and had a reputation as box office kryptonite. But Favreau envisioned Tony Stark as a new kind of protagonist. His moral struggles, about how to take a life of freewheeling fabulousness and turn his bad-boy past into something positive, were adult ones. And no one on Earth, Favreau thought, could bring those qualities to light better than Downey.

Iron Man appeared in May 2008 and raked in a half-billion dollars in revenue. Downey recalls going to see the movie with Favreau on opening night. "We were in one of these theaters at midnight, and there was a single mother watching with a stroller next to her in the aisle," he says. "We looked at the audience, and there were more different kinds of people than I can say about any other movie. We'd become part of something. We weren't outsiders anymore."

"When I first saw *Iron Man*, it was recommended to me by my mom," says Scarlett Johansson. "It works so well because it's palpable for any audience member. Part of that is the off-the-cuff one-liners and quips Jon and Robert throw off. You didn't have to be following the comics from the '60s."

Soon after the movie came out, Favreau and Downey got called to a dinner at Mr. Chow, the Beverly Hills clubhouse for the rich and famous. "Name a honcho having to do with Marvel, they were there," Downey says. "There were a couple of people who were so important we didn't know their names. I think Keyser Soze was in the room."

"I didn't even know those types of dinners really happened," recalls Favreau. "We were definitely welcomed into Hollywood on a different level."

As Favreau got ready to drive off in the brand-new Mercedes that Marvel had given him as an after-dinner gift, Downey exuberantly bounded toward him and leaned in the window.

"We've just been made," Favreau told him. "You know that, right?"

TWO YEARS AFTER THE FIRST *IRON MAN*, FAVREAU PRESENTS HIMSELF as a mature adult, a suburban family man married for almost a decade to a doctor, with three kids under the age of 10. "There's a certain happiness that comes with making your life more and more boring and really focusing on the things that have value," he says. Favreau doesn't drink much and doesn't hit the party circuit. His vices are limited to the occasional World Poker Tour charity game and breaking out his turntables to DJ old-school hip-hop for family and friends. When he talks about people whose careers he wants to emulate, the first name he mentions is Ron Howard.

"Directors are like nerdy high school kids," he says. "There's a lot of homework. Whereas when you're acting, you're like the popular kid. When you're working, you're working hard, and when you're not working, it's time for the prom. There's no prom for the director."

Iron Man 2 presented Favreau with two years of homework. After a brief contract standoff with Marvel, in which Favreau marshaled the fanboy army to his cause, the director was signed up for the sequel. To play Whiplash, Iron Man's primary adversary, he tapped Mickey Rourke, an actor whose career rivals Downey's in terms of bad behavior. Favreau thought it would be cool if Rourke's character had been in a Russian prison, but he wasn't quite prepared for the actor's Method approach to the role. A few weeks after casting Rourke, Favreau saw a clip of the actor talking with guards and getting briefly locked in a Moscow jail cell. "He didn't tell me he was going to do that," says Favreau. "Then, when he got back, he told me he wanted to be covered in prison tattoos and wear his underwear. Dirty tighty-whities. The idea was a little off-putting to Marvel, but I liked it."

"He was able to bring my performance to another level, because I knew there was trust and respect there," Rourke says. "It just made something that could have been a pain in the ass really easy and fun."

Favreau has even caught the eye of Steven Spielberg, the master of the big-budget movie with heart. As a honcho at DreamWorks, Spielberg helped tap Favreau to direct *Cowboys and Aliens*, a special-effects-laden Old West comic book adaptation due out next summer. Earlier this year, Spielberg gave Favreau and his team a private screening of a restored print of John Ford's *The Searchers*, with Spielberg providing running commentary throughout. "Just to get that insight was one of those moments when you realize how far you've come," says Favreau. "After Steven left, we all looked at each other and said, 'Can you believe that just happened?'"

As a young director, Spielberg had sat down with John Ford himself. Now he was passing the baton to another generation. From John Ford to Steven Spielberg to...Jon Favreau? Stranger things have happened.

In the meantime, it was back to work. This involved tweaking sound and effects in the... John Ford Dubbing Theatre. After thousands of man-hours, *Iron Man 2* was finally coming down to polishing the details, but Favreau isn't resting on his laurels. As a teenager he may have been a shy science nerd from Queens, just like Peter Parker's Spider-Man. But now he's more like Tony Stark, taking charge of his high-tech lab, having the time of his life, ready to be a global hero for the people.

"When you're a little kid, you're playing cowboys and Indians. You've got the bedsheet tied around your neck, and you've got the toilet plunger as your gun," he says. "Now, as a grownup, you're doing it in a much more convincing way. So going to work is playtime. I think Orson Welles called it 'the greatest railroad train a boy ever had.' It really does feel like that." •

marvel's movie madness

From Iron Man to Hulk and beyond, Marvel is storming cineplexes on the way to *The Avengers*, the ultimate fanboy fantasy. "These movies share the same world," Favreau says. "If they do a good job, it could be storytelling on a level you've never seen before." Check out the comic giant's upcoming slate of spandex-inspired cinema.

THOR (2011)
Chris Hemsworth (Kirk's dad in *Star Trek*) dons a blond wig and swings a massive hammer in director **Kenneth Branagh**'s vision of the Norse god who gets kicked out of Asgard and tries to pork Natalie Portman.

THE FIRST AVENGER: CAPTAIN AMERICA (2011)
Among those rumored to wield the star-spangled shield are **Chris Pine** (*Star Trek*=Good), **Chace Crawford** (*Gossip Girl*=Bad) and **John Krasinski** (*The Office*=Weird). Will Dwight's dastardly plan destroy us all?

THE AVENGERS (2012)
In an event that will push the presidential election off the front page, *The Avengers* movie, if it's at all like the comic, will feature the aforementioned superheroes, plus Iron Man, Nick Fury, and Hulk—voiced by Lou Friggin' Ferrigno (we hope)!

PREVIOUS SPREAD: STYLING, ANNIE PSALTIRAS/THE WALL GROUP; GROOMING, DAVY NEWKIRK/TRACEY MATTINGLY; TYPOGRAPHY BY CRAIG WARD.

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GLOSSARY

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● RPET plastics
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STYLING: JENNIFER GREENE/OLIVER PIRO; PHOTOGRAPH: NATHAN FRYE (KRISTIN)

PHOTOGRAPHS BY NICK FERRARI

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ILLUSTRATIONS BY PETER DUMANSKI

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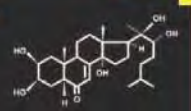

The most popular oral currently used today! Very effective when stacked with Winni-V during "bulking cycles". Extremely powerful!

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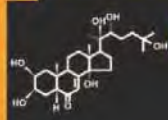

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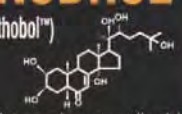

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29288032

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3000 LB. CAPACITY LIGHTWEIGHT ALUMINUM RACING JACK

U.S. GENERAL

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$59.99

LOT NO. 91039/67408

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SAVE $40

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Includes two 1.5V button cell batteries.

$9.99

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MULTIFUNCTION POWER TOOL

CHICAGO Electric Power Tools

$34.99

33550815

REG. PRICE $59.99

SAVE 41%

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SUPER COUPON!

CENTRAL PNEUMATIC®

2 HP, 8 GALLON, 115 PSI PORTABLE AIR COMPRESSOR

LOT NO. 95386/40400/67501

$79.99

REG. PRICE $139.99

Item 95386 shown

SAVE $60

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SUPER COUPON!

CENTRAL PNEUMATIC

3" HIGH SPEED AIR CUTTER

LOT NO. 47077/67425

$6.99

REG. PRICE $19.99

Item 47077 shown

SAVE 65%

72680440

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7 FUNCTION DIGITAL MULTIMETER

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LOT NO. 90899/98025

SAVE 75%

$1.99

REG. PRICE $7.99

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DRILL MASTER

80 PIECE ROTARY TOOL SET

LOT NO. 97626

$6.99

REG. PRICE $19.99

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SUPER COUPON!

1500 WATT DUAL TEMPERATURE HEAT GUN (572°/1112°)

CHICAGO Electric Power Tools

$7.99

REG. PRICE $19.99

LOT NO. 96289

SAVE 60%

73238195

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CHRIS ROCK

THE STAND-UP ICON AND *DEATH AT A FUNERAL* STAR PULLS NO PUNCHES ON HIS FINAL DAY.

So how do you want to go?
Getting head from a Kardashian while racing the Indy 500 with N.W.A playing on the radio as I crash into a wall.

Do you have any deathbed confessions you need to make?
I let the dogs out.

Which of your stand-up jokes will send you straight to hell?
Have you seen my act? Pick a card, any card.

In heaven is there sex in the champagne room?
I would assume that there is sex everywhere in heaven. In my version of heaven, there's sex in the post offices and at the DMV.

What's the worst secret that could come out at your own funeral, à la *Death at a Funeral*?
I took performance-enhancing drugs.

No secret affairs with midgets?
Does Lil' Kim count?

Where's the worst place your cadaver could end up?
In the cast of *Dead Husbands of Atlanta*.

While alive, what did you spend the most money on?
I don't like jewelry, and I don't like fancy cars...but unfortunately I've met a lot of women who do.

If you were to be reincarnated as one of your animated characters, would you rather come back as a mosquito, a zebra, or Osmosis Jones?
Did you forget I played "Black Moe" on *The Simpsons*?

What is your proudest accomplishment?
Two words: *Pootie Tang*.

What is your biggest regret?
Leaving my faucet running in New Orleans.

Which one of your fellow *SNL* bad boys do you most want to kick it with in the afterlife? Sandler? Farley? Spade? Schneider?
Whichever one dies last.

What woman did you always want to sleep with?
Sade. I've always loved her—she's so classy. I want to fuck all the class out of her. I want to fuck her so good she wears nothing but stonewash jeans and white pumps and gets a tattoo of a roach on her tit.

Got any last words?
I would tell everybody to live their dreams, 'cause if you don't, somebody else will, and they might fuck your woman while they're doing it.

Death at a Funeral is in theaters now.

ILLUSTRATION BY TIM MARRS

RIO

RED HOT IN RIO

MEET THE MODEL CITIZENS OF BRAZIL, THE HOTTEST NATION ON EARTH.
HEAT STROKE HAS NEVER FELT SO GOOD.

PHOTOGRAPHS BY JIM MALUCCI

SPECIAL EDITORIAL SECTION
TURN FOR 16 PAGES OF BLISS

JULIA

HOW SHOULD A MAN APPROACH YOU? The old-fashioned way, with kindness and love and attention. If the guy is really caring and nice, then he stands a chance. If the guy has no taste whatsoever and uses cheesy lines, then no way. **IF WE WERE DATING, WOULD YOU MIND IF WE JUST MADE OUT ALL DAY?** Well, I do like affection! **WHAT DO YOU GET THE BRAZILIAN MODEL WHO HAS EVERYTHING?** Flowers...or a plane ticket to somewhere beautiful in the world!

MICHELLE

DOES A NOT RICH AND NOT FAMOUS GUY REALLY HAVE A CHANCE WITH YOU? Yeah, for sure! He doesn't have to be rich. He doesn't have to be beautiful, either. It's more like an energy he needs. I don't think about anything else.
WHAT'S THE WORST WAY FOR A MAN TO APPROACH YOU? Don't touch me! I hate a guy touching me, my hair, or my arm. Something like that is terrible. Guys, never do that! **DO YOUR BOYFRIENDS GET INSANELY JEALOUS?** Yes, they do. I don't know if it's their problem or mine. When you are with me, I only want you. The world is crazy, you know? Everybody wants everybody!

LUISY

WHAT'S YOUR PERFECT NIGHT OUT? A perfect night out is with friends and family. Something like that means more to me than anything else. New Year's Eve is my birthday and still my favorite day to party. Even though I never got Christmas presents, because it's so close... **WHAT'S THE WORST WAY A MAN CAN APPROACH YOU?** With the usual boring pickup lines, like, "Hey, girl, you come here often?" You have to be a bit more original.
WHAT DRINK SHOULD WE ORDER YOU? A sex on the beach!

monique

DOES A NOT RICH AND NOT FAMOUS GUY REALLY HAVE A CHANCE WITH YOU? It doesn't matter if he's rich or poor. If there's love, then that's OK. **HOW SHOULD A MAN APPROACH YOU?** Guys who arrive with nothing interesting to say and have these prepared speeches aren't interesting. Try to be really natural. **IF WE WERE DATING, WOULD YOU MIND IF WE JUST MADE OUT ALL DAY?** Of course not!

renata

DOES A NOT RICH AND NOT FAMOUS GUY REALLY HAVE A CHANCE WITH YOU? He has to have a Ferrari and a Swiss bank account. The point is, I can't have a boyfriend in the future who makes less money than I do. **DO WE NEED TO BE TOTALLY HAIRLESS TO BE YOUR MAN?** No, I like hair! Not too much, but he needs to have it. To put your hands on his legs and feel nothing, it's like touching a woman. It's bleh! **WHAT'S YOUR IDEA OF A TERRIBLE DATE?** When the guy wants to share the restaurant bill. He needs to pay for it. He invited me, and if he doesn't have the money, he can just take me to McDonald's!

indira

WHAT DRINK SHOULD WE ORDER YOU? Champagne! I'm a classy girl. And in Brazil a caipirinha, of course—it's the best drink here. **DO WE NEED TO BE TOTALLY HAIRLESS TO BE YOUR MAN?** It doesn't really matter to me if the guy has or doesn't have hair on his chest. But that's not the way a guy is going to get me. It's not through a man's hair that I'm going to be conquered. **WHAT'S YOUR PERFECT NIGHT OUT?** To go out dancing, then out on a yacht, swim naked, and then to make love all night.

Drink, Play, Drool

Your cheat sheet on Brazil's greatest assets.

The Bars

PINK ELEPHANT
Just opened in December of 2008, the Elephant is an extension of the soon-to-be-global American party spot. The chill lounge could be packed with local celebs and models—and you, if you can get past the door.
Rua Gumercindo Saraiva, 289 São Paulo, Brazil
Phone: +55 11 2769-2003

D-EDGE
The club features DJs from around the world, as well as local Brazilian beat makers. The sound system is connected to LED panels that cover the entire joint, creating a light performance synchronized to the tunes and your backspins.
Alameda Olga, 170
São Paulo, Brazil
Phone: +55 11 3667 8334

SIRENA
Catch a São Paulo set from the country's best DJs at this electro dance club with a huge outdoor area next to a real live jungle. Watch out for monkey attacks! Seriously, they're many times stronger than a man and will tear off your face for fun.
Rua Sirena, 418
Maresias, São Sebastião, São Paulo, Brazil
Phone: +55 11 3077 0020

The Beaches

FLORIANÓPOLIS
The pretty people hang out at the Jurerê Internacional hotel, but if high-class isn't your bag, there's still plenty to do—like hiking, kite surfing, and detailed pornographic sand sculpting.

ILHABELA
Literally "beautiful island," it's a favorite getaway for locals looking to relax by the island's 400 waterfalls.

MORRO DE SÃO PAULO
A village on the island of Tinharé, it's accessible only by boat or plane-hop. Don't forget to take a tour of the island's best beaches, First Beach, Second Beach, Third Beach...Hey, being hot is a full-time occupation; there ain't a lot of time to spare on interesting names.

Jungle Juice

CACHAÇA (DISTILLED FROM PURE SUGAR CANE) IS THE KEY INGREDIENT IN BRAZIL'S HOMEGROWN COCKTAIL, THE CAIPIRINHA. QUAFF ONE TODAY!

THE PEAR SPICE CAIPIRINHA
INGREDIENTS:
2 OZ. LEBLON CACHAÇA
½ LEMON
SMALL PIECE OF GINGER
2 OZ. PEAR NECTAR
½ TSP. SIMPLE SYRUP
PINCH OF NUTMEG AND GROUND CINNAMON

SQUEEZE HALF A LEMON INTO A SHAKER AND MUDDLE WITH THE GINGER. ADD THE REMAINING INGREDIENTS. SHAKE AND STRAIN INTO A GLASS. GARNISH WITH A PINCH OF NUTMEG. APPLY TO LIVER.

p.1 (from left), Monique: **TeenyB Bikini Couture, VIP Couture Collection** bikini; Julia: **Dangerous Curves Swimwear Martini Micro** top, **Vitamin A by Amahlia Stevens** bottom; Indira, **Microkitten** connected bikini. pp.2–3: **House of Despi** bikini, **Chan Luu** bracelets, **Sette** bracelets. p.4: **Susan Holmes** bikini, **Jaipur Jewelers** anklets. p.5: **House of Despi** bikini, **Chan Luu** bracelets, **Sette** bracelets. p.6: **Bendito Suspiro by Agua Bendita** swimwear, **Chan Luu** bracelets. p.7: **TeenyB Bikini Couture** bikini. p.8: **Chio** bikini. p.9: **Zoe NYC ZiZi** bikini. pp.10–11: **Cia Maritima Athens** top, **Agua Doce** bottom. p.12: **Lenny Serpents** bikini, **Jessica Hicks Kaleidoscope** earrings. p.13: **Caffe Swimwear** bikini, **Jaipur Jewelers** necklace. p.14: **Chio Style So Chic** bikini. p.15: **Teeny B Bikini Couture** bikini, stylist's own necklace. p.16: **TeenyB Bikini Couture, VIP Couture Collection** bikini .

STYLING, ERIN TURON; HAIR AND MAKEUP, LAVOISIER DE SOUZA

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